


**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 2: 21

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership ANTARES CAPITAL FUND II LIMITED PARTNERSHIP		1a. DOCUMENT # B96000000089	
Mailing Address P.O. BOX 410730 MELBOURNE FL 32941		Principal Office Address THE PRENTICE HALL CORPORATION SYSTEM, INC. 32 LOOCKERMAN SQUARE, STE. L-100 DOVER DE	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	
		3. Date Formed or Registered 03/06/1996	5a. Capital Contributions as Shown on record. \$0.00
		3a. Date of Last Report 12/30/1997	5b. Amount of Capital Contributions in FLORIDA to date:
		4. State or Country of Formation DE	6. FEI Number 59-3367998
		7. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	8. Make check payable to: Dept. of State (See reverse side for fee information)



9. Name and Address of Current Registered Agent COLE, JONATHAN E C/O EDWARDS & ANGELL 250 ROYAL PALM WAY PALM BEACH FL 33480		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
ANTARES CAPITAL PARTNERS II,	10270 S. TROPICAL TRA	MERRITT ISLAND FL 329	P96000016187

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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE BY: R. E. PALMER PRESIDENT DATE: 12/28/98
 Typed or Printed Name of General Partner Signing Form ANTARES CAPITAL PARTNERS II, INC. BY R. E. PALMER Daytime Telephone Number (407) 777-4884

CR2E003 (8/98)