

**FILE ON OR BEFORE APRIL 8, 1998 TO AVOID  
REVOCATION AND \$500 PENALTY FEE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAR 17 AM 9:18

LIMITED PARTNERSHIP ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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<b>1. Name of Limited Partnership</b>  SOUTH BEACH HOTEL DEVELOPER, L.P.	<b>1a. DOCUMENT #</b> <b>B97000000099</b>
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<b>2. Mailing Address</b> 222 WEST LAS COLINAS BLVD., SUITE 1440 IRVING TX 75039	<b>2a. Principal Office Address</b> 400 N. ST. PAUL DALLAS TX 75201-3116	<b>3. Date Formed or Registered</b> 02/19/1997	<b>5a. Capital Contributions as Shown on record.</b> <b>\$148,000.00</b>
<b>Suite, Apt. #, etc.</b>	<b>Suite, Apt. #, etc.</b>	<b>3a. Date of Last Report</b>	<b>5b. Amount of Capital Contributions in FLORIDA to date:</b>
<b>City &amp; State</b>	<b>City &amp; State</b>	<b>4. State or Country of Formation</b> TX	
<b>Zip</b>	<b>Country</b>	<b>6. FEI Number</b>	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>Zip</b>	<b>Country</b>	<b>7. Certificate of Status Desired</b>	<input type="checkbox"/> \$8.75 Additional Fee Required
<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>			

<b>9. Name and Address of Current Registered Agent</b>  CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525
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<b>10. If changed, new Registered Agent/Office</b> 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.**

<b>11. Name(s) of General Partner(s)</b> SOUTH BEACH OF TEXAS, INC.	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> 22 WEST LAS COLINAS B	<b>11b. City, State &amp; Zip Code</b> IRVING TX 75039	<b>11c. Registration/Document Number</b> F97000000905  100002461351-4 -03/19/98--01002--001 *****526.25 *****526.25  dec
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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 [Signature] DATE 3/13/98

CP2E003 (12/97)