

**FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
---	---	---

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

97 SEP 29 PM 3: 35

<b>1. Name of Limited Partnership</b>  CRUISECO LIMITED PARTNERSHIP	<b>1a. DOCUMENT #</b> <b>B97000000290</b>
---	--



<b>Mailing Address</b> C/O THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE 19801	<b>Principal Office Address</b> C/O THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE 19801
<b>2. Mailing Address</b> 2 South Biscayne BLVD Suite, Apt. #, etc. Suite 1650 City & State Miami, Florida Zip Country 33131 USA	<b>2a. Principal Office Address</b> 2 South Biscayne BLVD. Suite, Apt. #, etc. Suite 1650 City & State Miami, Florida Zip Country 33131 USA

<b>3. Date Formed or Registered</b> 06/12/1997	<b>5a. Capital Contributions as Shown on record</b> <del>\$190980000</del> 172,000
<b>3a. Date of Last Report</b> 6/12/1997	<b>5b. Amount of Capital Contributions in FLORIDA to date:</b> \$172,000
<b>4. State or Country of Formation</b> DE	
<b>6. FEI Number</b> 65-0770684	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
<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>  INTRASTATE REGISTERED AGENT CORPORATION 701 BRICKELL AVENUE, SUITE 3000 MIAMI FL 33131	<b>10. If changed, new Registered Agent/Office</b> Name _____ Street Address (P.O. Box Number Is Not Acceptable) _____ Suite, Apt. #, etc. _____ City _____ State <b>FL</b> Zip Code _____
--	--

**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 \_\_\_\_\_

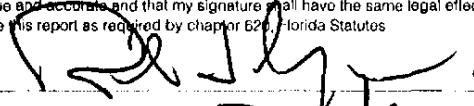
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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
THE INVERNESS GROUP, L.L.C.	30 S. WACKER DRIVE, S	CHICAGO IL 60606	M97000000341

000002309170-29  
 -10/01/97--01098-019  
 \*\*\*\*541.25 \*\*\*\*541.25

**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  GENERAL PARTNER DATE 9/23/97

Typed or Printed Name of General Partner Signing Form RICHARD J. GAGNON Daytime Telephone Number 248 350 3344

CR2E003 (6/97)