

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 23 PM 1:38

HL 1128

1. Name of Limited Partnership BELZ PARTNERS L.P.		1a. DOCUMENT # B97000000495	
Mailing Address 100 Peabody Pl. Ste. 1400 Memphis, TN 38103		Principal Office Address 100 Peabody Pl. Ste. 1400 Memphis, TN 38103	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
3. Date Formed or Registered 9/19/97		5a. Capital Contributions as Shown on record. 1000.00	
3a. Date of Last Report		5b. Amount of Capital Contributions in FLORIDA to date. -0-	
4. State or Country of Formation TN		6. FEI Number 62-1158067	
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)		<input type="checkbox"/> \$8.75 Additional Fee Required	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 South Pine Island Road Plantation, FL 33324		10. If changed, new Registered Agent/Office	
Name		Street Address (P.O. Box Number Is Not Acceptable)	
Suite, Apt. #, etc.		City	
State		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
BPO, INC.	100 PEABODY PL STE 1400	MEMPHIS, TN 38103	F97000004974

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******156.25 ****156.25**

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 _____ DATE **1/22/97**
Typed or Printed Name of General Partner Signing Form **Jim D. Williams VP BPO, Inc** Daytime Telephone Number **(901) 767-4780**

CR2E003 (6/97)