

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -8 AM 9:33

1. Name of Limited Partnership **1a. DOCUMENT #**
B97000000627

MID-AMERICA CAPITAL PARTNERS, L.P.



Mailing Address 6584 POPLAR AVE., SUITE 340 MEMPHIS TN 38138		Principal Office Address 6584 POPLAR AVE., SUITE 340 MEMPHIS TN 38138		3. Date Formed or Registered 11/19/1997	5a. Capital Contributions as Shown on record. \$11,558,000.00
				3a. Date of Last Report <i>Initial Report</i>	5b. Amount of Capital Contributions in FLORIDA to date:
				4. State or Country of Formation DE	
2. Mailing Address The Corporation Trust Co		2a. Principal Office Address The Corporation Trust Co		6. FEI Number 62-1717980 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
1209 Orange Street		1209 Orange Street		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Wilmington, Delaware		Wilmington, Delaware		8. Make check payable to: Dept. of State (See reverse side for fee information)	
19801 USA		19801 USA			

9. Name and Address of Current Registered Agent C T 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. 408002485764-7 -04/10/98--01120--024	
City		***526.25 FL ***526.25

10a. Pursuant to the provisions of sections 620.105.1 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
MAACP, INC.	C/O 1209 ORANGE STREE	WILMINGTON DE 19801	F97000006119

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 *Mal Smarini* DATE *April 3, 1998*
 Typewritten or Printed Name of General Partner Signing Form *SECRETARY FOR MAACP INC*
 901 682-6600

CR2E003 (1-2/97)