
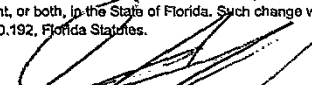
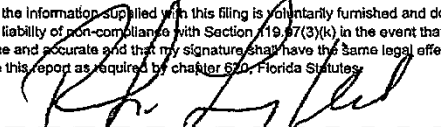


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

| LIMITED PARTNERSHIP ANNUAL REPORT 1999 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS | |
|--|---|---|-----------------------------------|
| 1. Name of Limited Partnership U.S. DEVELOPMENT DENVER, LTD. | | 1a. DOCUMENT # B98000000496 | |
| Mailing Address 1052 OCEAN DRIVE, SUITE 2216 MIAMI BEACH FL 33139 | | Principal Office Address 1052 OCEAN DRIVE, SUITE 2216 MIAMI BEACH FL 33139 | |
| 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 08/04/1998 | | 5a. Capital Contributions as Shown on record. \$100.00 | |
| 3a. Date of Last Report | | 5b. Amount of Capital Contributions in FLORIDA to date: | |
| 4. State or Country of Formation CO | | 6. FEI Number 58-2406089 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable | |
| 7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | | 8. Make check payable to: Dept. of State (See reverse side for fee information) | |
| 9. Name and Address of Current Registered Agent CORPORATE SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2607 | | 10. If changed, new Registered Agent/Office Name Jerrold Wish-Greenberg Traurig Street Address (P.O. Box Number Is Not Acceptable) 1221 Brickell Avenue Suite, Apt. #, etc. City Miami, FL Zip Code 33131 | |
| 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 12/4/98 | | | |
| 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 |
| U.S. DEVELOPMENT DENVER CORP | 1052 OCEAN DRIVE, SUI | MIAMI BEACH FL 33139 | F98000004408 |
| 500002788715--3 -01/12/98--01091--008 ***141.25 ***141.25 | | | |
| 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 in 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 12/3/98 | |
| Typed or Printed Name of General Partner Signing Form Richard L. Layfield | | Daytime Telephone Number (305) 532-5558 | |

CR2E003 (8/98)