

**FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
99 APR -2 AM 11:00

1. Name of Limited Partnership	1a. DOCUMENT # B98000000534
CAPSTONE OF PORT ORANGE, LTD.	



Mailing Address 1000 URBAN CENTER DRIVE, SUITE 630 BIRMINGHAM AL 35242	Principal Office Address 1000 URBAN CENTER DRIVE, SUITE 630 BIRMINGHAM AL 35242	3. Date Formed or Registered 08/27/1998	5a. Capital Contributions as Shown on record \$0.00
2. Mailing Address 3310 WEST END AVENUE Suite, Apt. #, etc. SUITE 700 City & State NASHVILLE, TN Zip Country 37203	2a. Principal Office Address 3310 WEST END AVENUE Suite, Apt. #, etc. SUITE 700 City & State NASHVILLE, TN Zip Country 37203	3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date
		4. State or Country of Formation AL	
		6. FEI Number	<input checked="" type="checkbox"/> Applied For <input 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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324
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10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City 800002834428-3 -04/09/99 FL 01044-009 ****141-25 ****141-25
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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.**

11. Name(s) of General Partner(s) CAPSTONE CAPITAL OF PORT ORA	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 1000 URBAN CENTER DR- 3310 WEST END AVENUE SUITE 700	11b. City, State & Zip Code -BIRMINGHAM AL 35242- NASHVILLE, TN 37203	11c. Registration/ Document Number F98000004852
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4-8-99*

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 <i>Michael W. Crisler</i>	DATE 3/24/99
Typed or Printed Name of General Partner Signing Form MICHAEL W. CRISLER, VP	Daytime Telephone Number (615) 269-8175

CR2E003 (12/98)