

**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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4:09

1. Name of Limited Partnership
**1a. DOCUMENT #
A98000001378**

**NICHOLSON-DAVENPORT LIMITED PARTNERSHIP
BEACHWALK LOT OPTION - FT. MEYERS Limited Partnership
PER AMENDMENT**



Mailing Address
C/O JAMES K. GRIFFIN, JR.
1401 EAST BROWARD BLVD., SUITE 302
FT. LAUDERDALE FL 33301-2116

Principal Office Address
C/O JAMES K. GRIFFIN, JR.
1401 EAST BROWARD BLVD., SUITE 302
FT. LAUDERDALE FL 33301-2116

3. Date Formed or Registered
06/03/1998

3a. Date of Last Report
N/A

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on record.
\$100.00

5b. Amount of Capital Contributions in FLORIDA to date:
100.00 ✓

6. FEI Number
 Applied For
 Not Applicable

7. Certificate of Status Desired
 \$8.75 Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)
141.25 ✓

2. Mailing Address
c/o MARK PORATH
16133 VENTURA BLVD, STE 1400
ENCINO, CA
91436 USA

2a. Principal Office Address
Suite, Apt. #, etc.
City & State
Zip Country

9. Name and Address of Current Registered Agent
GRIFFIN, JAMES K
VICTORIA PARK CENTER
1401 EAST BROWARD BLVD., SUITE 302
FT. LAUDERDALE FL 33301-2116

10. If changed, new Registered Agent/Office
Name
WLA
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL 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) **WLA** 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
FL RFC/WA GP, L.C.	1401 EAST BROWARD BLV	FT. LAUDERDALE FL 333	L98000000385

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***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 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 **[Signature]** SEE ATTACHED SIGNATURE BLOCK #1 DATE _____

Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____

CR2E003 (8/98)

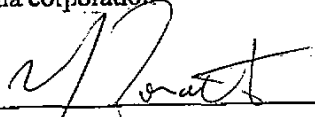
1999 FLORIDA LIMITED PARTNERSHIP ANNUAL REPORT

BEACHWALK LOT OPTION-FT. MYERS LIMITED PARTNERSHIP,
a Florida limited partnership

By: FT. MSII/SEPII GP, L.C.,
a Florida limited liability company
General Partner

By: Heartstone Advisors, Inc.,
a California corporation
Manager

By:

 12/30/98

Mark Porath
Senior Vice President Finance
Phone: (818) 385-0005