

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED

99 MAY -5 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 188.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L97000000589
MS/SEP #2 GP, L.C.
16133 VENTURA BLVD., #1400
ENCINO CA 91436
Received FEB 18 1999 HEARTHSTONE

1a. Principal Place of Business Address
16133 VENTURA BLVD., #1400
ENCINO CA 91436

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		05/29/1997		FL	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Zip		95-4637286		5. Date of Last Report	
Country		Country		11/23/1998		6. Certificate of Status Desired	
						<input type="checkbox"/> \$8.75 Additional Fee Required	

7. Name and Address of Current Registered Agent

GRIFFIN, JAMES K JR
1401 E. BROWARD BLVD., #302
FORT LAUDERDALE FL 33301

8. Name and Address of New Registered Agent/Office

Name	
Street Address (P.O. Box Number is Not Acceptable)	
Suite, Apt. #, etc.	
City	Zip Code
FL	

Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE NA DATE 1
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointment)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HEARTHSTONE ADVISORS,	16133 VENTURA BLVD., #1400	ENCINO CA

300002874673--0
-05/13/99--01117--011
****188.75 ****188.75

AL APR 12 1999

11 I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: John A. Rountree, I+3 = SVP 3/1/99 (414) 385-0005
SIGNATURE AND TYPED CERTIFIED NAME OF COMPANY MANAGER OR MANAGING MEMBER REQUIRED