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LA7-789

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FF \$ 25

HEARTHSTONE
America's Preeminent Investor in Single-Family Homebuilding

Angie Wong
(415) 249-3934

December 16, 2002

Florida Department of State
Division of Corporations – Limited Partnership Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Dissolution documents

Dear Sir or Madam:

Enclosed for filing are the following documents (an original + 1 copy for acknowledgment) the appropriate filing fee(s) attached:

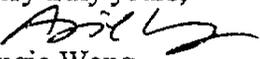
1. Certificate of Cancellation for Cristal Mizner's Preserve Limited Partnership;
2. Certificate of Cancellation for Fairways-Heron Bay Limited Partnership and Articles of Dissolution for Fairways-Heron Bay GP, L.C. (fees total \$77.50);
3. Certificate of Cancellation for Jog Palms-Palm Beach Limited Partnership and Articles of Dissolution for MS/SEP #2 GP, L.C. (fees total \$77.50);
4. Certificate of Cancellation for Le Chateau-Mizner's Preserve Limited Partnership;
5. Certificate of Cancellation for Sheffield-Naples Limited Partnership;
6. Certificate of Cancellation for Spring Valley-Pembroke Pines Limited Partnership
7. Certificate of Cancellation for The Hamptons-Heron Bay Limited Partnership
8. Certificate of Cancellation for Wellington Shores-Wellington Preserve Limited Partnership.

Please return a stamped acknowledgment copy of each document to:

Angie Wong
Hearthstone, Inc.
55 Francisco Street, #700
San Francisco, CA 94133

If you have any questions, please contact me at (415) 249-3934. Thank you for your assistance.

Very truly yours,


Angie Wong
Paralegal

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**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is MS/SEP #2 GP, L.C.

2. The effective date of the limited liability company's dissolution is December 31, 2002

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to Section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

Dissolving pursuant to the written consent of all members of the limited liability company.

4. **CHECK ONE:**

- All debts, obligations and liabilities of the limited liability company have been paid or discharged.
-OR-
 - Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.442.
5. All remaining property and assets have been distributed among its members in accordance with the respective rights and interests.

6. **CHECK ONE:**

- There are no suits pending against the company in any court.
-OR-
- Adequate provision has been made for the satisfaction of any judgment, order or decree, which may be entered against it in any pending suit.

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Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

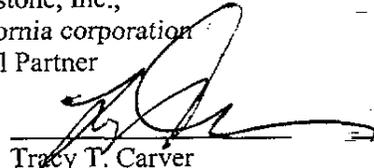
Signature	Typed or Printed name
<hr/>	<u>see attached signature page</u>
<hr/>	<hr/>

ARTICLES OF DISSOLUTION: MS/SEP #2 GP, L.C.
Member Signatures

HEARTHSTONE MULTI-STATE HOMEBUILDING PARTNERS, L.P.,
a Delaware limited partnership

By: **Hearthstone Professionals V, L.P.**,
a California limited partnership
General Partner

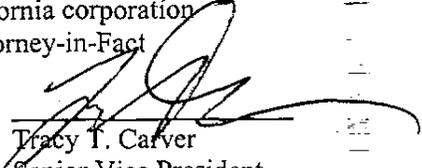
By: **Hearthstone, Inc.**,
a California corporation
General Partner

By: 
Tracy T. Carver
Senior Vice President

HEARTHSTONE INDEPENDENT INVESTOR PARTNERS, L.P.,
a California limited partnership

By: **P.J.J. Investments, Inc.**,
a California corporation
General Partner

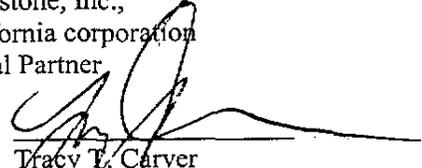
By: **Hearthstone, Inc.**,
a California corporation
Its Attorney-in-Fact

By: 
Tracy T. Carver
Senior Vice President

HEARTHSTONE SEPARATE ACCOUNT PARTNERS, L.P.,
a Delaware limited partnership

By: **Hearthstone Professionals IV, L.P.**,
a California limited partnership
General Partner

By: **Hearthstone, Inc.**,
a California corporation
General Partner

By: 
Tracy T. Carver
Senior Vice President

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