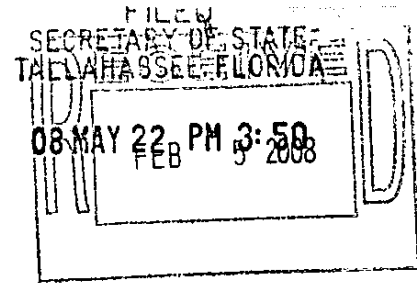



**2008 LIMITED PARTNERSHIP ANNUAL REPORT (AR)
DUE BY MAY 1, 2008**



DOCUMENT # A03000000305	
1. Entity Name ST. JOHNS PHASE 2 ASSOCIATES LLLP	

Principal Place of Business ONE SE 3RD AVENUE., SUITE 3100 MIAMI FL 33131	Mailing Address ONE SE 3RD AVENUE., SUITE 3100 MIAMI FL 33131
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2. Principal Place of Business - No P.O. Box # 800 Brickell Avenue	3. Mailing Address 800 Brickell Avenue
Suite, Apt. #, etc. Penthouse 1	Suite, Apt. #, etc. Penthouse 1
City & State Miami	City & State Miami
Zip FL	Country 33131



1st MOORE CR2E003 (10/07)

4. FEI Number 45-0503263		Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required
6. Name and Address of Current Registered Agent TRACY, GRANVIL M ONE SE 3RD AVENUE., SUITE 3100 MIAMI FL 33131		
7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) 800 Brickell Avenue Penthouse 1 City Miami FL Zip Code 33131		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.		
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and fee if applicable.</small>		DATE 700129506747 05/15/08--01002--015 **500.00

FILE NOW!!! Fee is \$500. * After May 1, 2008, fee will be \$900. *** Make check payable to Florida Department of State.**

A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.

12. GENERAL PARTNER INFORMATION		13. ADDRESS CHANGES ONLY	
DOCUMENT # L03000007107	NAME ST. JOHNS PHASE 2 ASSOCIATES GP LLC	STREET ADDRESS 800 Brickell Ave. Penthouse 1	
STREET ADDRESS ONE SE 3RD AVENUE., SUITE 3100		CITY-ST-ZIP Miami, FL 33131	
CITY-ST-ZIP MIAMI FL 33131			
DOCUMENT #	NAME	STREET ADDRESS	
STREET ADDRESS		CITY-ST-ZIP	
CITY-ST-ZIP			
DOCUMENT #	NAME	STREET ADDRESS	
STREET ADDRESS		CITY-ST-ZIP	
CITY-ST-ZIP			
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STREET ADDRESS		CITY-ST-ZIP	
CITY-ST-ZIP			
DOCUMENT #	NAME	STREET ADDRESS	
STREET ADDRESS		CITY-ST-ZIP	
CITY-ST-ZIP			

STAPLE CHECK HERE

14. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER

4-23-08

Date

Daytime Phone #