FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP				
ANNUAL REPORT				
4000				



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Frank P. Downson

1998	Secretary of State DIVISION OF CORPORATIONS		97 0FC 22 At 10. 15		
Name of Limited Partnership	1a. DOCUMENT # A29971		970EC 22 AN 10: 45 SECRETARY DESTAR		
NEPTUNE-ST. PETERSBURG, LTD.			This is presented to be fire	1,000 J 12/30	
Mailing Address 34042 U.S. HWY 19 NORTH SUITE B-4 PALM HARBOR, FL 34687	SUITE B-4 PALM HARBOR, FL 34687		3. Date Formed or Registered 04/25/70 3a. Date of Last Report 12/18/96	5a. Capital Control tions as Shown on record \$204,200 5b. Amount of Capital Contributions in FLORIDA	
2. Mailing Address	2a. Principal Office Address		4. State of Country of Formation CA	to date: \$204,200	
Suite, Apt. #, etc. City & State	Suite, Apt. #, ctc. City & State		6. FEI Number 94–2752318	Applied for Not Applicable	
Zip Country	Zip Country		7. Certificate of Status Desired 8. Make check payable to: Dept. of	\$8.75 Additional field Required State (Soo reverse side for the information)	
9. Name and Address of Current Registered Agent 10. It changed, new Registered Agent/Office Name					
AHRENS, HARA 351 EAST OAKLAND PARK BLVD. OAKLAND PARK, FL 33334		Street Address (P Suite, Apt. #, etc. City	#, etc. #/ 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). Thereby accept the appointment of registered agent. Lam familiar with, and accept the obligations of section 620 192. Florida Statutes. SIGNATURE (Registered Agent Accepting Appointment).					
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)	Address of Each General (Do NO) Use Post Office Ro	Partner x Numbers) 11	b. City, State & Zip Code	11c. Registration/ Decument Number	
NEPTUNE MANAGEMENT CORP	1721 W. MAGNOLIA	BLVD. B	URBANK, CA 91506	P27177	
			200002 -12/3: *****!	3870320 1/9701036015 541.25 ****541.25	
	.l				

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do Note contily that the information supplied with this filling is voluntarily formated and does not qualify for the exemption stated in Section 119.07(3)(k). Florida Statutes. Trelease the Division of Corporations from my liability of the economic with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. If after certify that the information indicated on this annual report is true and accural, and that my signature shall have the same logal effects as if made under early. Further certify that I am a General Partner of the limited partnership, receiver or trusted empowered to execute this report as equired by Typper 620, Florida Statutes.

SIGNATURE_X

Typed or Printed Name of General Partner Signing Forms

EMANUEL WEINTRAUB

DATE X (818) 845 Daytime Telephone Number