

**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
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FILED
98 DEC -1 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership	1a. DOCUMENT # A30938
WILLOUGHBY VENTURE LIMITED PARTNERSHIP	



Mailing Address 4770 TREE FERN DRIVE DELRAY BEACH FL 33445	Principal Office Address 4770 TREE FERN DRIVE DELRAY BEACH FL 33445	3. Date Formed or Registered 12/17/1990	5a. Capital Contributions as Shown on record. \$1,000.00
2. Mailing Address 4182 Live Oak Blvd.	2a. Principal Office Address 4182 Live Oak Blvd.	3a. Date of Last Report 12/04/1997	5b. Amount of Capital Contributions in FLORIDA to date. \$1,000.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	6. FEI Number 65-0235740 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)
Zip Country	Zip Country		

9. Name and Address of Current Registered Agent FELNER, JAY 4770 TREE FERN DRIVE DELRAY BEACH FL 33445	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 4182 Live Oak Blvd. Suite, Apt. #, etc. City FL Zip Code
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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) _____ 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
RUG PROPERTIES CORP	600 CENTRAL AVE., #365	HIGHLAND PARK IL 60035	F92000000906
000002716650--3 -12/18/98--01098--001 ***4930.00 ****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 _____ DATE **November 25, 1998**

 RUG Properties Corp.
 By: **Robert U. Goldman, Secretary** Daytime Telephone Number **(847) 432-3666**

CR2E003 (8/98)