2004 LIMITED PARTNERSHIP ANNUAL REPORT (AR) DUE BY MAY 1, 2004

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SIGNATURE:

Apr 06, 2004 08:00 AM Secretary of State DOCUMENT # A30938 1. Entity Name WILLOUGHBY VENTURE LIMITED PARTNERSHIP Principal Place of Business Mailing Address 4182 LIVE OAK BLVD. DELRAY BEACH FL 33445 4182 LIVE OAK BLVD. DELRAY BEACH FL 33445 2. Principal Place of Business 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc. MOORE CR2E003 (11/03) City & State City & State 4. FEI Number Applied For 65-0235740 Not Applicable Country Country \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent FELNER, JAY Street Address (P.O. Box Number is Not Acceptable) 4182 LIVE OAK BLVD. DELRAY BEACH FL 33445 City Zip Code FL 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 Signature, typed or printed name of registered agent and title if applicable 9. Capital Contributions 18. Amount of Capital Contributions 11. MAKE CHECK PAYABLE TO FL. DEPT. OF STATE \$1,000.00 as Shown on record. in FLORIDA to date. SEE REVERSE SIDE FOR FEE INFORMATION <u>\$1,000.00</u> 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 ADDRESS CHANGES ONLY F92000000906 DOCUMENT # STREET ADDRESS NAME RUG PROPERTIES CORP STREET ADDRESS 600 CENTRAL AVE., #365 CSTY - ST - 75P CITY - ST - ZIP HIGHLAND PARK IL 60035 04/67/04-30010-001-141.25 DOCUMENT # STREET ADDRESS MAARE STREET ADDRESS CITY - ST-ZIP CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-718 DOCUMENT # STREET ADDRESS MAME STREET ADDRESS C8Y-ST-78 Cally-ST-ZBP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS C87Y-ST-782 CATY - ST - ZIP BOCUMEN STREET ADDRESS MANUE STREET & DRESS CATY-ST-ZIP CITY-SI-ZIP 14. I hereby certify that the information stipplied 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 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 employered to execute this report as required by Chapter 620, Florida Statutes

INTED NAME OF SIGNING GENERAL PARTNER

Robert U. Goldman, V.P. 3/22/2004

(847) 432-3666

Dayumo Phone #

FILED