


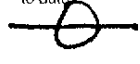
FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership REAL EQUITIES LIMITED PARTNERSHIP II		1a. DOCUMENT # A31562	
Mailing Address C/O WENZEL INVESTMENT COMPANY 80 SOUTHWEST 8TH STREET, SUITE 2800 MIAMI FL 33130		Principal Office Address C/O WENZEL INVESTMENT COMPANY 80 SOUTHWEST 8TH STREET, SUITE 2800 MIAMI FL 33130	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip		Zip	
Country		Country	

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



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3. Date Formed or Registered 05/23/1991	5a. Capital Contributions as Shown on record \$1,090,000.00 \$1,000,000.00
3a. Date of Last Report 12/30/1996	5b. Amount of Capital Contributions in FLORIDA to date 
4. State or Country of Formation FL	6. FEI Number 65-0262640
7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent WENZEL, PETER 80 SOUTHWEST 8TH STREET, SUITE 2800 MIAMI FL 33130	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 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) WENZEL INVESTMENT CO. LUCRINVEST CORP.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 80 S.W. 8TH ST., #280 2801 PONCE DE LEON BL	11b. City, State & Zip Code MIAMI FL MIAMI FL 33134	11c. Registration/Document Number 652548 M60369
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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 12/23/97

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (6/97)