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

1. Name of Limited Partnership

1a. DOCUMENT # A9300000057

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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VOODBURN HOLDING LIMITED PARTNERSHIP II	
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Mailing Address	Principal Office Address		3. Date Formed or Registered	5a. Capital Contributions as Shown on record.		
450 E LAS OLAS #900	450 E LAS OLAS #900		01/15/1993			
FT. LAUDERDALE FL 33301	FT. LAUDERDALE FL 33301		3a. Date of Last Report	\$4,770,555.00		
			01/02/1998	5b. Amount of Capital Contributions in FLORIDA		
2. Mailing Address	2a. Principal Office Address		4. State or Country of Formation	to date:		
Z. Making Address	Za. Principal Office Address	_	FL	\$ 4,833,697.00		
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number	Applied For		
City & State	City & State		65-0382830	Not Applicable		
Zip Country	Zip Country		7. Certificate of Status Desired	\$8.75 Additional Fee Required		
			8, Make check payable to: Dept. of S	State (See reverse side for fee information)		
9. Name and Address of Current Registered Agent 10. If changed, new Registered Agent/Office						
3. Name and Address of Guitality	efistaien vileur	Name	10. II changau, new Registered	Agentonica		
HORVITZ, WILLIAM D	Street Address /PO Box Number (e-Maladele land) and an area are as a second and area are a second and area area.					
450 E LAS OLAS #900 FT. LAUDERDALE FL 33301		-01/13/9901051023				
TI. ENOBERBALL TE 00001		City		68.24 ****528.25		
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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)						
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 NOT Use Post Office Box	Partner 1	1b. City, State & Zip Code	11c. Registration/ Document Number		
WOODBURN HOLDING CORP. II	450 E LAS OLAS #900		FT. LAUDERDALE FL 333	P93000003635		
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 flability 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 670, Florida Statutes.						
SIGNATURE DATE						
Typed or Printed Name of General Partner Signing Form						