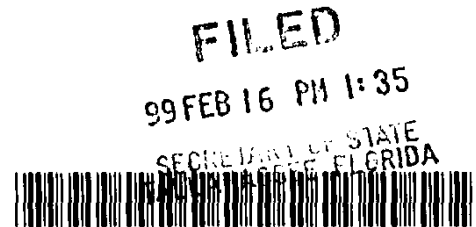


FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A94000000164
WILLOW WICK APARTMENT HOMES, LIMITED PARTNERSHIP	

Mailing Address 2320 S. THIRD ST., #11 JACKSONVILLE BEACH FL 32250	Principal Office Address 2320 S. THIRD ST., #11 JACKSONVILLE BEACH FL 32250	3. Date Formed or Registered 02/08/1994	5a. Capital Contributions as Shown on record \$300,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 12/26/1997	5b. Amount of Capital Contributions in FLORIDA to date
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	6. FEI Number 59-3227748 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)
Zip	Country		

9. Name and Address of Current Registered Agent HARTMAN, CHARLES E 2320 S. THIRD ST., #11 JACKSONVILLE BEACH FL 32250	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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
MASON-PHILLIPS PROPERTIES OF	2320 S. THIRD ST., #1	JACKSONVILLE BEACH FL	P94000010053
40000027808164 -- 7 -02/19/99-01062--014 ****526.25 ****526.25 40000027808164 -- 7 -02/19/99-01062--015 ****8175 *****8.75			

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

2-10-99

Typed or Printed Name of General Partner Signing Form CHARLES E. HARTMAN

Daytime Telephone Number

904/270-1042

CR2E003 (12/98)