
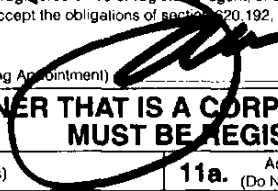


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED  
\$ 541.25  
FEB 24 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Motham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership <b>CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP</b>		1a. DOCUMENT # <b>A96000000253</b>	
Mailing Address <b>% MARK PORATH 16830 VENTURA BLVD., #352 ENCINO CA 91436</b>		Principal Office Address <b>C/O JAMES GRIFFIN 7575 DR. PHILIPS BLVD., SUITE 230 ORLANDO FL 32819</b>	
2. Mailing Address <b>MARK PORATH Suite, Apt. #, etc. 16830 VENTURA BLVD., #352 City &amp; State ENCINO, CA Zip Country 91436 USA</b>		2a. Principal Office Address <b>C/O JAMES GRIFFIN Suite, Apt. #, etc. 1401 E. BROWARD BLVD., #302 City &amp; State FT. LAUDERDALE, FL. Zip Country 33301 USA</b>	
3. Date Formed or Registered <b>02/05/1996</b>		5a. Capital Contributions as Shown on record. <b>\$1,360,946.83</b>	
3a. Date of Last Report <b>02/04/1997</b>		5b. Amount of Capital Contributions in FLORIDA to date:	
4. State or Country of Formation <b>FL</b>		6. FEI Number <b>95-4565411</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
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)	
9. Name and Address of Current Registered Agent <b>GRIFFIN, JAMES 7575 DR. PHILLIPS BLVD., SUITE 230 ORLANDO FL 32819</b>		10. If changed, new Registered Agent/Office Name <b>GRIFFIN, JAMES</b> Street Address (P.O. Box Number Is Not Acceptable) <b>VICTORIA PARK CENTER Suite, Apt. #, etc. 1401 E. BROWARD BLVD., STE. 302 City FT. LAUDERDALE FL Zip Code 33301</b>	
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 sections 620.192, Florida Statutes.			
SIGNATURE (Registered Agent Accepting Appointment)  DATE _____			
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>			
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
<b>CYPRESS LAKE ESTATES-LAKE WO</b>	<b>7575 DR. PHILIPS BLVD</b>	<b>ORLANDO FL 32819</b>	<b>L96000000156</b>
<b>400002439764--4</b> <b>-02/24/98--01093--034</b> <b>*****541.25 *****541.25</b> <b>dec</b>			
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>			
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 <b>SEE ATTACHED SIGNATURE BLOCK</b>		DATE <b>12/15/97</b>	
Typed or Printed Name of General Partner Signing Form <b>2</b>		Daytime Telephone Number <b>818/385-0005</b>	

CR2E003 (6/97)

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CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP,  
a Florida limited partnership

By: MS/SEP #2 GP, L.C.  
a Florida limited liability company  
General Partner

BY: Hearthstone Advisors, Inc.,  
a California corporation,  
Manager

BY: \_\_\_\_\_

*[Signature]*  
Its: SUP

FILED  
98 FEB 24 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA