

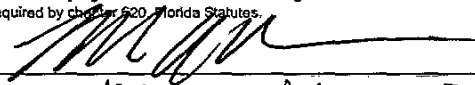


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 DEC 24 PM 2: 09 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
1. Name of Limited Partnership		1a. DOCUMENT # A96000000372			
IS II NORTHSIDE VILLAS ASSOCIATES, LTD.					
Mailing Address C/O BASIC CAPITAL MANAGEMENT, INC. 10670 N CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231		Principal Office Address C/O BASIC CAPITAL MANAGEMENT, INC. 10670 N CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231		3. Date Formed or Registered 02/26/1996	
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 03/02/1998	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation FL	
City & State		City & State		5a. Capital Contributions as Shown on record. \$336,543.00	
Zip Country		Zip Country		5b. Amount of Capital Contributions in FLORIDA to date: 336,543.00	
				6. FEI Number 13-3873734 <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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 8000002743288 Suite, Apt. #, etc. City -01/15/99 - 01/15/99 - 01/15/99 ****141 FL ****141 25	
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	
ART FLORIDA PARTNERS I, INC.		10670 N CENTRAL EXPRE		DALLAS TX 75231	
				11c. Registration/ Document Number F98000002297	
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 12/11/98					
Typed or Printed Name of General Partner Signing Form Art Florida Partners I, Inc. Daytime Telephone Number 214 692 4700					
By: Robert A. Wladuzin					

CR2E003 (8/98)