

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1997**



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

97 JAN -8 AM 10: 32



1. Name of Limited Partnership	1a. DOCUMENT # A96000000980
THE WOODS-LAKE WORTH LIMITED PARTNERSHIP	

Mailing Address C/O RON FENN 7575 DR. PHILIPS BLVD., SUITE 230 ORLANDO FL 32819	Principal Office Address C/O RON FENN 7575 DR. PHILIPS BLVD., SUITE 230 ORLANDO FL 32819	3. Date Formed or Registered 05/28/1996	5a. Capital Contributions as Shown on record. \$100.00
		3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date: \$839,376.31
		4. State or Country of Formation FL	
2. Mailing Address Marti Parath. Suite, Apt. #, etc. 16830 Ventura Blvd. Suite 352 City & State Encino, CA Zip 91476 Country	2a. Principal Office Address James Griffin Suite, Apt. #, etc. 7575 Dr. Phillips Blvd #230 City & State Orlando, FL Zip 32819 Country	6. FEI Number <input checked="" 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) \$576.25	

9. Name and Address of Current Registered Agent FENN, RON 7575 DR. PHILIPS BLVD., SUITE 230 ORLANDO FL 32814	10. If changed, new Registered Agent/Office Name James Griffin Street Address (P.O. Box Numbers Not Acceptable) 7575 Dr. Phillips Blvd #230 Suite, Apt. #, etc. City Orlando Zip Code FL 32819
10a. Pursuant to the provisions of sections 620.1051 and 620.1052, 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, 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 620.1051, Florida Statutes.	
SIGNATURE (Registered Agent Accepting Appointment) <i>[Signature]</i> 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) THE WOODS LAKE WORTH GP, L.C	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 7575 DR. PHILIPS BLVD	11b. City, State & Zip Code ORLANDO FL 32819	11c. Registration/Document Number L96000000589
<p>200002060002--7 -01/16/97--01025--007 ****576.25 ****576.25</p> <p><i>dec 576.25</i></p>			

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 *Please see attached signature block* DATE **12/18/96**
Typed or Printed Name of General Partner Signing Form **818/385-0005** Daytime Telephone Number

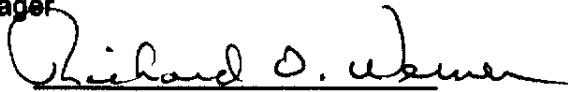
Limited Partnership Annual Report
1997

THE WOODS-LAKE WORTH LIMITED PARTNERSHIP,
a Florida limited partnership

By: The Woods-Lake Worth GP L.C.,
a Florida limited liability company
General Partner

By: Hearthstone Advisors, Inc.
a California corporation
Manager

By:



Richard O. Werner
Chief Executive Officer

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