


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

FILED

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

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

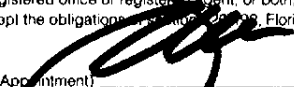
1. Name of Limited Partnership	1a. DOCUMENT # A96000001287
MARINA COVE-NAPLES LIMITED PARTNERSHIP	



Mailing Address % MARK PORATH 18830 VENTURA BLVD., #352 ENCINO CA 91436	Principal Office Address C/O JAMES GRIFFIN 7575 DR. PHILLIPS BLVD., SUITE 230 ORLANDO FL 32819	3. Date Formed or Registered 07/08/1996	5a. Capital Contributions as Shown on record. \$660,392.78
2. Mailing Address MARK PORATH Suite, Apt. #, etc. 16830 VENTURA BLVD., #352 City & State ENCINO, CA Zip 91436 Country USA	2a. Principal Office Address C/O JAMES GRIFFIN Suite, Apt. #, etc. 1401 E. BROWARD BLVD., #302 City & State FT LAUDERDALE, FL Zip 33301 Country USA	3a. Date of Last Report 02/04/1997	5b. Amount of Capital Contributions in FLORIDA to date:
		4. State or Country of Formation FL	6. FEI Number 95-4587772 <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 GRIFFIN, JAMES 7575 DR. PHILIPS BLVD., SUITE 230 ORLANDO FL 32819	10. If changed, new Registered Agent/Office Name GRIFFIN, JAMES Street Address (P.O. Box Number Is Not Acceptable) VICTORIA PARK CENTER Suite, Apt. #, etc. 1401 E. BROWARD BLVD., STE. 302 City FT. LAUDERDALE Zip Code FL 33301
--	---

10a. Pursuant to the provisions of Sections 600.1061 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 600.1061 and 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) MARINA COVE-NAPLES 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 L96000000722
B00002439748--3 -02/24/98--01093--028 *****541.25 *****541.25 dce			

**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 SEE ATTACHED SIGNATURE BLOCK DATE 12/15/97  
Typed or Printed Name of General Partner Signing Form 2 Daytime Telephone Number 818/385-0005

CR2E003 (6/97)

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1998

FLORIDA DEPARTMENT OF STATE  
Sandra B. Moartham  
Secretary of State  
DIVISION OF CORPORATIONS

MARINA COVE-NAPLES 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: 

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

96 FEB 24 PM 12:30

FILED