

DOCUMENT #		A96000001287	
1. Entity Name			
MARINA COVE-NAPLES LIMITED PARTNERSHIP			
Principal Place of Business		Mailing Address	
C/O JAMES GRIFFIN 1401 E BROWARD BLVD., #302 FT LAUDERDALE FL 33301		% MARK PORATH 16133 VENTURA BLVD., STE. 1400 ENCINO CA 91436-2447	
2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
6. Name and Address of Current Registered Agent			
GRIFFIN, JAMES VICTORIA PARK CENTER 1401 E BROWARD BLVD., STE 302 FT LAUDERDALE FL 33301			Name
			Street Address
			City
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent.			
SIGNATURE _____ (NOTE: Registered Agent signature required)			
9. Capital Contributions as Shown on record.		10. Amount of Capital Contributions in FLORIDA to date.	
\$660,392.78		# 10,7	
A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED IN FLORIDA NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed.			
12. GENERAL PARTNER INFORMATION		13.	
DOCUMENT #	L97000000589 MS/SEP #2 GP, L.C. 16133 VENTURA BLVD., STE. 1400 ENCINO CA 91436	STREET ADDRESS	
NAME		CITY - ST - ZIP	
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CITY - ST - ZIP			
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 607.04(2)(b) of the Florida Statutes, and that my signature shall have the same legal effect as if I were the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.			
SIGNATURE: _____		SIGNATURE REQUIRED (See Signature Block Attached) SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER	

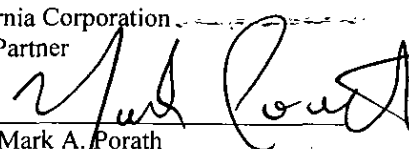
SIGNATURE: SIGNATURE REQUIRED 810/385-0005
See Signature Block Attached
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER Date Daytime Phone #

Form: 2000 Uniform Business Report (UBR)

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
A California Corporation
General Partner

By: 
Mark A. Porath
Chief Financial Officer
and Senior Vice President

4/19/00