

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
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 PM 1:49


1. Name of Limited Partnership	1a. DOCUMENT # A96000001297
EQUITY CAPITAL HOLDINGS II, LTD.	



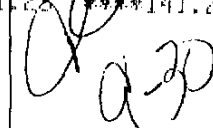
Mailing Address % ROBERT E. SPIELMAN 8395 S.W. 67TH AVENUE, SUITE 111 MIAMI FL 33143		Principal Office Address % ROBERT E. SPIELMAN 8395 S.W. 67TH AVENUE, SUITE 111 MIAMI FL 33143		3. Date Formed or Registered 07/09/1996	5a. Capital Contributions as Shown on record \$7,500.00
2. Mailing Address 9200 South Dadeland Blvd. Suite 500 Miami FL 33156 USA		2a. Principal Office Address 9200 South Dadeland Blvd. Suite 500 Miami FL 33156 USA		3a. Date of Last Report 09/26/1997	5b. Amount of Capital Contributions in FLORIDA to date \$100
4. State or Country of Formation FL		6. FEI Number 65-0649759		<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 CORPCO, INC. 2699 S. BAYSHORE DRIVE, 7TH FLOOR MIAMI FL 33133	10. If changed, new Registered Agent/Office Name: Robert Spielman Street Address (P.O. Box Number is Not Acceptable): 9200 South Dadeland Blvd. Suite, Apt. #, etc.: Suite 500 City: Miami FL Zip Code: 33156
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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 9/17/98

**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) SPIELMAN, ROBERT F	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 8395 S.W. 67TH AVENUE	11b. City, State & Zip Code MAIMI FL 33143	11c. Registration/ Document Number 400002653774-2 -10/01/98--01078--003 ****141.25 ****141.25 
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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 9/17/98

Typed or Printed Name of General Partner Signing Form: Robert E. Spielman Daytime Telephone Number: 305-670-9700

CR2E003 (8/98)