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1/28/99 CORPORATE DETAIL RECORD SCREEN 12:22 PM
NUM: A97000000506 ST:FL ACTIVE/FL LP FLD: 02/27/1997
LAST: AMENDMENT FLD: 02/24/1998
ACT CONT: 100.00 FEI#: 95-4620681
NAME : BEACHES-PEMBROKE PINES LIMITED PARTNERSHIP
NH: 1
PRINCIPAL: C/O JAMES K, GRIFFIN, JR. CHANGED: 02/24/98
ADDRESS 1401 E BROWARD BLVD., #302
FT. LAUDERDALE, FL 33301
MAILING : MARK PORATH CHANGED: 02/24/98
ADDRESS 16830 VENTURA BLVD., #352
ENCINO, CA 91436
RA NAME : GRIFFIN, JAMES K JR.
RA ADDR : VICTORIA PARK CENTER ADDR CHG: 02/24/98
1401 E BROWARD BLVD., STE 302
FT. LAUDERDALE, FL 33301 US
ANN REP : (1998) I 02/24/98

1. MENU, 3. PARTNERS, 4. EVENTS, 6. NAMES

700002758407--0
-01/29/99--01041--003
***1750.00 ***1750.00

ENTER SELECTION AND CR:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 AM 10:56

MGT
FF \$1750.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of BEACHES-PEMBROKE PINES, LIMITED
PARTNERSHIP, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 2,288,121.58.

This 30 day of NOVEMBER, 19 98.

FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.*

General Partner(s)

SEE ATTACHED SIGNATURE BLOCK

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

IN115E20(3/95)

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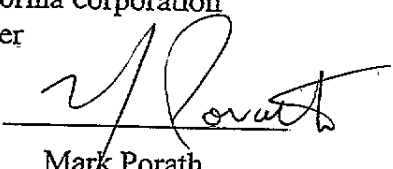
Supplemental affidavit of capital contributions for a Florida Limited Partnership
1999 FLORIDA LIMITED PARTNERSHIP ANNUAL REPORT

BEACHES-PEMBROKE PINES 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:


Mark Porath

Senior Vice President Finance
Phone: (818) 385-0005

12/30/98