FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP

WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE FILED FLORIDA DEPARTMENT OF STATE LIMITED PARTNERSHIP Sandra B. Mortham ANNUAL REPORT 99 MAR -2 PH 12: 52 Secretary of State 1999 DIVISION OF CORPORATIONS SECRETARY OF STATE TALLAHASSEE, FLORIDA **DOCUMENT#** 1. Name of Limited Partnership A97000000506 BEACHES-PEMBROKE PINES LIMITED PARTNERSHIP 3. Date Formed or Registered Capital Contributions as Shown on record Mailing Address Principal Office Address 02/27/1997 MARK PORATH C/O JAMES K. GRIFFIN. JR. \$100.00 16830 VENTURA BLVD. #352 1401 E BROWARD BLVD., #302 3a. Date of Last Report ENCINO CA 91436 FT. LAUDERDALE FL 33301 02/24/1998 5b. Amount of Capital Contributions in FLORIDA to date. 4. State or Country of Formation 2 Mailion Address 2a. Principal Office Address 2,288,121.58 F١ c/o MARK PORATH Suite, Apt. #, etc. 6. FEI Number 16133 VENTURA BLVD, STE 1400 Applied For ENCINO, CA Not Applicable 95-4620681 City & State 91436 USA \$8.75 Additional Fee Required 7. Certificate of Stalus Desired Country Zip reverse side for fee information) 8. Make check payable to Dent of State (Se \$0.00 9, Name and Address of Current Registered Agent 10. If changed, new Registered Agent/Office AICA GRIFFIN, JAMES K JR. Street Address (P.O. Box Number Is Not Acceptable) VICTORIA PARK CENTER Suite, Apl #, etc 1401 E BROWARD BLVD., STE 302 FT. LAUDERDALE FL 33301 City Zip Code 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 state 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 A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) Registration/ Document Number 11. Name(s) of General Partner(s) 11b. 11c. MS/SEP #2 GP, L.C. 16830 VENTURA BLVD: ENCINO CA 91436 L97000000589 16133 UENTURA BLUD, 41400 -03/11/**9**9--01109 - **0**15 ****526.25 ****526.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner. 12. Ido 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 | 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 | further certify that the information indicates the contract of t

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

ATTACHED SIGNATURE BLOCK SIGNATURE _SEE

empowered to execute this report as required by chapter 620, Florida Statutes.

Typed or Printed Name of General Partner Signing Form