

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR -3 PM 12: 23



1. Name of Limited Partnership

1a. DOCUMENT #
B95000000048

OVERLAND LAND FUND II, L.P., LIMITED PARTNERSHIP

Mailing Address
**3 PICKWICK PLAZA, SUITE 250
GREENWICH CT 06830**

Principal Office Address
**1209 ORANGE STREET
WILMINGTON DE 19801**

3. Date Formed or Registered

02/09/1995

5a. Capital Contributions as Shown on record.

\$27,500.00

3a. Date of Last Report

01/29/1996

5b. Amount of Capital Contributions in FLORIDA to date:

\$27,500.00

4. State or Country of Formation

DE

2. Mailing Address

Overland

2a. Principal Office Address

Three Pickwick Plaza

Suite, Apt. #, etc.
147 East Olive Avenue

Suite, Apt. #, etc.
Suite 250

City & State
Monrovia, CA

City & State
Greenwich, CT

Zip Country
91016 USA

Zip Country
06830 USA

6. FEI Number
06-1418700-95-4503354

Applied For
 Not Applicable

7. Certificate of Status Desired

\$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

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
500002103755--6
Suite, Apt. #, etc.
-03/04/97--01082--002
City
331.25 Zip Code
FL

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 _____

**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)

**STARWOOD/LAND FUND PARTNERS
OVERLAND INVESTORS, INC.**

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

**C/O 3 PICKWICK PLAZA,
147 EAST OLIVE AVENUE**

11b. City, State & Zip Code

**GREENWICH CT 06830
MONROVIA CA 91016**

11c. Registration/ Document Number

**B95000000047
F95000000172**

*FF \$192.50
Sup \$138.75
OK 3-3*

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 _____

Jerome C. Silvey

By **Starwood Land Fund, Inc.**
as General Partner of **Starwood Land Fund, Partners**

DATE **12/19/96**

Typed or Printed Name of General Partner Signing Form

Jerome C. Silvey *Starwood Land, Inc.* Daytime Telephone Number **(203) 861-2100**

CR2E003 (6/96)