

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

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**

**97 APR 11 PM 3:50**

<b>1. Name of Limited Partnership</b>  <b>ALPINE - ORLANDO, L.P., LTD.</b>	<b>1a. DOCUMENT #</b> <b>B96000000212</b>
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<b>Mailing Address</b> <del>25401 CABOT ROAD, SUITE 211</del> <del>LAGUNA HILLS, CA 92653</del>	<b>Principal Office Address</b> <del>15 EAST NORTH STREET</del> <del>DOVER, DE 19901</del>
<b>2. Mailing Address</b> <b>6345 BALBOA BOULEVARD</b> Suite, Apt. #, etc. <b>SUITE 112</b> City & State <b>ENCINO, CA</b> Zip Country <b>91316 USA</b>	<b>2a. Principal Office Address</b> <b>6345 BALBOA BOULEVARD</b> Suite, Apt. #, etc. <b>SUITE 112</b> City & State <b>ENCINO, CA</b> Zip Country <b>91316 USA</b>

<b>3. Date Formed or Registered</b> <b>06/10/1996</b>	<b>5a. Capital Contributions as Shown on record</b> <b>5.4. Filed 4-11-97</b> <b>6,723,090</b>
<b>3a. Date of Last Report</b> <b>N/A</b>	<b>5b. Amount of Capital Contributions in FLORIDA to date:</b> <b>6,723,090</b>
<b>4. State or Country of Formation</b> <b>DELAWARE</b>	<b>6. FEI Number</b> <b>33-0684863</b>
<b>7. Certificate of Status Desired</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	<b>8.75 Additional Fee Required</b>
<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>	

<b>9. Name and Address of Current Registered Agent</b> <del>NATIONSCORP REGISTERED AGENTS, INC.</del> <del>526 EAST PARK AVENUE</del> <del>TALLAHASSEE, FL 32301 US</del>
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<b>10. If changed, new Registered Agent/Office</b> Name <b>WILLIAM A. BECKETT, ESQUIRE</b> Street Address (P.O. Box Number is Not Acceptable) <b>215 NORTH EOLA DRIVE</b> Suite, Apt. #, etc. City <b>ORLANDO</b>	Zip Code <b>FL 32801</b>
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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) William A. Beckett DATE **4/8/97**

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

<b>11. Name(s) of General Partner(s)</b> <b>ALPINE ASSETS, INC.</b>	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> <del>25401 CABOT ROAD,</del> <del>SUITE 112</del> <b>6345 BALBOA BOULEVARD</b> <b>SUITE 112</b>	<b>11b. City, State &amp; Zip Code</b> <del>LAGUNA HILLS, CA 92653</del> <b>ENCINO, CA 91316</b>	<b>11c. Registration Document Number</b> <b>F96000002599</b> <b>400002144804--4</b> <b>-04/16/87--01049--001</b> <b>****541.25 ****541.25</b>
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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.

**ALPINE ASSETS, INC., GENERAL PARTNER**  
 SIGNATURE BY: Mark Beisswanger DATE **APRIL 9, 1997**  
**MARK BEISSWANGER, PRESIDENT**  
 Typed or Printed Name of General Partner Signing Form Daytime Telephone Number **(818) 758-8888**

CR2E003 (6/96)