FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999



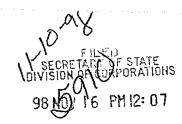
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOCUMENT # B9600000487



	B96000000487					
WORTHINGTON APARTMENTS LIMITED PARTNERSHIP						
Mailing Address	Principal Office Address			3. Date Formed or Registered	5a. Capital Contributions as Shown on record.	
3190 NORTHEAST EXPRESSWAY, SUITE 300 ATLANTA GA 30341	3190 NORTHEAST EXPRESSWAY, SUITE 300 ATLANTA GA 30341			12/18/1996 3a. Date of Last Report 01/26/1998	\$1,000.00 5b. Amount of Capital	
2. Mailing Address	2a. Principal Office Address			4. State or Country of Formation GA	Contributions in FLORIDA to date:	
Suite, Apt. #, etc.	Suite, Apt. #, etc.			6. FEI Number	Applied For	
City & State	City & State			58-2271632 7. Certificate of Status Desired	Not Applicable	
Zip Country	Zlp Country				\$8.75 Additional Fee Required	
	<u></u>			O. Make check payable to: Dept. of S	state (See reverse side for fee information)	
9. Name and Address of Current Registered Agent			10. If changed, new Registered Agent/Office			
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301		Name Street Address (P.O. Box Number is Not Acceptable)				
		Suite, Apt. #	Suite, Apt. #, etc.			
		City	City FL Zip CA			
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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 11b.		11b.	City, State & Zip Code	11c. Registration/ Document Number	
DB GENERAL PARTNER, INC.	3190 NORTHEAST EXPRES		ATLANTA GA 30341		F96000006318	
				100002691951- -11/19/9801089010 *****141 25 ****141.		
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 filting is voluntarity 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 520, Florida Statutes.						

SIGNATURE Das Burb

Typed or Printed Name of General Partner Signing Form

Desding Tologham Number

11/12/98