

**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
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FILED
99 FEB 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership HERITAGE POMPANO SQUARE LP	1a. DOCUMENT # B97000000213
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Mailing Address 500 WASHINGTON STREET, SUITE 750 SAN FRANCISCO CA 94111	Principal Office Address 500 WASHINGTON STREET, SUITE 750 SAN FRANCISCO CA 94111	3. Date Formed or Registered 05/02/1997	5a. Capital Contributions as Shown on record \$3,500,000.00
		3a. Date of Last Report 01/05/1998	5b. Amount of Capital Contributions in FLORIDA to date 2,927,000
		4. State or Country of Formation DE	
2. Mailing Address 1001 BAYHILL DRIVE SUITE # 170 SAN BRUNO, CALIFORNIA 94066 USA	2a. Principal Office Address 1001 BAYHILL DRIVE SUITE # 170 SAN BRUNO, CALIFORNIA 94066 USA	6. FEI Number 52-2025283	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
		7. Certificate of Status Desired <input type="checkbox"/> \$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) _____ Suite, Apt. #, etc. _____ City _____ State _____ Zip Code _____
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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) _____ 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. City, State & Zip Code	11c. Registration/Document Number
KW POMPANO SQUARE LP	1001 BAYHILL DRIVE #170 500 WASHINGTON STREET	SAN BRUNO CA SAN FRANCISCO CA 94111 94066	A97000000934
EDC POMPANO SQUARE LP Eda Pompamo Square, LP	881 ALMA REAL #306 881 Alma Real #306	PACIFIC PALISADES CA Pacific Palisades, CA	A97000000933

SL 2-18-99

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 Laurence A. Krause DATE 12/30/98

Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____

CR2E003 (8/98)