


FILE NOW: Fee after May 1, will be \$588.75

pg. 1 of 2

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

97 MAY -6 AM 10: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # L95000000837 LEE'S CROSSING-DELRAY BEACH GP, L.C. 7575 DR. PHILLIPS BLVD. SUITE 230 ORLANDO FL 32819
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1a. Principal Place of Business Address 7575 DR. PHILLIPS BLVD. SUITE 230 ORLANDO FL 32819

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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3. Date Organized or Qualified 10/31/1995	3a. State of Formation FL
4. FEI Number 95-4550964	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 06/05/1996	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301
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8. Name and Address of New Registered Agent Name <u>James Griffin</u> Street Address (P.O. Box Number is Not Acceptable) <u>7575 Dr. Phillips Blvd.</u> Suite, Apt. #, etc. <u>Suite 230</u> City <u>Orlando</u> Zip Code <u>FL 32819</u>
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligation.

SIGNATURE [Signature] DATE 2/5/97
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HEARTHSTONE ADVISORS,	16830 VENTURA BLVD., SUITE	ENCINO CA 900002178489--8 -05/14/97--01094--003 ***203.75 ***203.75 HEARTHSTONE Received JAN 27 1997

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: See Attached Signature Block
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

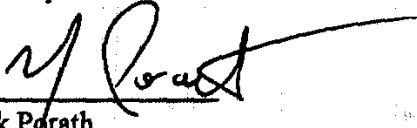
pg 2 of 2

1997 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

Lees Crossing - Delray Beach GP L.C.,
a Florida limited liability company

By: Hearthstone Advisors, Inc.
a California Corporation
Manager

By:


Mark Porath
Senior Vice President Finance

4/29/97

Phone: (818) 385-0005