


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 PM 1:50

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 #L96000000589
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THE WOODS-LAKE WORTH GP, L.C.
7575 DR PHILIPS BLVD
SUITE 230
ORLANDO FL 32819

1a. Principal Place of Business Address

7575 DR PHILIPS 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.

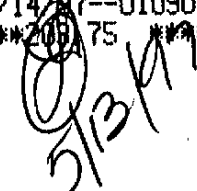
2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified	3a. State of Formation
05/28/1996	FL
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
95-4582278	
5. Date of Last Report	6. Certificate of Status Desired
	SR 75: Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent
FENN, RON 7575 DR PHILIPS BLVD SUITE 230 ORLANDO FL 32819	Name James Griffin Street Address (P.O. Box Number is Not Acceptable) 7575 Dr. Phillips Blvd Suite, Apt. #, etc. Suite 230 City Orlando Zip Code FL 32819

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 obligations.

SIGNATURE  DATE **2/3/97**
(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 HEARTHSTONE Received JAN 27 1997	ENCINO CA 300002178473--8 -05/14/97--01090--012 ****203.75 ****203.75 

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. 20/2

1997 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

The Woods-Lake Worth, 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