
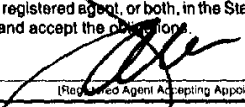
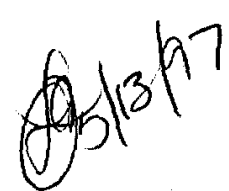



**FILE NOW: Fee after May 1, will be \$588.75**

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<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> <b>\$ 203.75</b>		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L96000000722</b>  MARINA COVE-NAPLES 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  Suite, Apt. #, etc.  City & State  Zip Country		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country	
3. Date Organized or Qualified  07/08/1996		3a. State of Formation  FL	
4. FEI Number  95-458 7769		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> See Fee Additional Fee Required	
7. Name and Address of Current Registered Agent  FENN, RON 7575 DR. PHILIPS BLVD. SUITE 230 ORLANDO FL 32819		8. Name and Address of New Registered Agent  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  (Required Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)		DATE 2/3/97	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HEARTHSTONE ADVISORS,	16830 VENTURA BLVD., STE.  HEARTHSTONE Received  JAN 27 1997	ENCINO CA 60002178486--7 -05/14/97--01094--001 ****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 #	

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1997 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

Marina Cove-Naples, 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 : 385 - 0005