
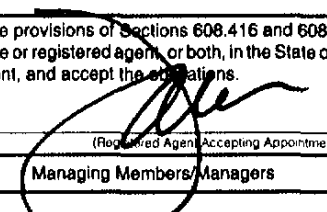



FILE NOW: Fee after May 1, will be \$588.75

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LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 97 MAY -6 PM 1:49 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			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT #L96000000723			
VILLA REGINA-PEMBROKE PINES 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		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/08/1996	
City & State		City & State		3a. State of Formation FL	
Zip		Country		4. FEI Number 95-4587770	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired <input type="checkbox"/> 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., STE.		ENCINO CA	
				500002178475--1 -05/14/97--01090--013 ****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 #					

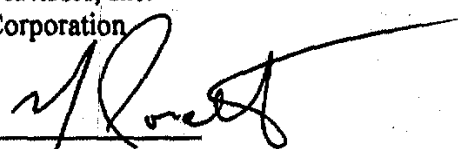
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1997 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

Villa Regina - Pembroke Pines, 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

(618) 385-0005