

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 29 PM 4: 14

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
--	---	--

FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
\$ 188.75	Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company DOCUMENT # L98000001701 ACP-HERITAGE II, LLC 701 BRICKELL AVENUE, SUITE 3000 MIAMI FL 33131

1a. Principal Place of Business Address 1353 PALMETTO AVENUE, SUITE WINTER PARK FL 32789
--

2. Principal Place of Business 1353 Palmetto Ave Suite, Apt. #, etc. Suite 125 City & State Winter Park, FL Zip 32789 Country USA	2a. Mailing Address 1353 Palmetto Ave Suite, Apt. #, etc. Suite 125 City & State Winter Park, FL Zip 32789 Country USA
--	---

3. Date Organized or Qualified 09/04/1998	3a. State of Formation FL
4. FEI Number 65-0863275	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent INTRASTATE REGISTERE, D AGENT CORPOR 701 BRICKELL AVENUE, SUITE 3000 MIAMI FL 33131
--

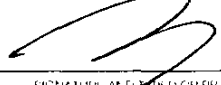
8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL

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 _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-instating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ACP-HERITAGE II, INC.	701 BRICKELL AVENUE, SUITE	MIAMI FL

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:  Bruce R. Fairley 4/22/99 (407) 599-9988
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING MANAGER/MEMBER OR MANAGER Date Filed #