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**FILED**  
**Mar 04, 1999 8:00 am**  
**Secretary of State**

03-04-1999 90244 043 \*\*\*\*61.25

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NONPROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 710428**

1. Corporation Name  
**HAWTHORNE BAY, INC.**

Principal Place of Business 1332 BAYVIEW DRIVE FORT LAUDERDALE FL 33304	Mailing Address 1332 BAYVIEW DRIVE FORT LAUDERDALE FL 33304
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 02/25/1966	4. FEI Number 59-1165209	Applied For Not Applicable
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9. Name and Address of Current Registered Agent LISKA, CHARLES W 1332 BAYVIEW DR APT. 406 33304	10. Name and Address of New Registered Agent 81 Name AUSTIN ROSS 82 Street Address (P.O. Box Number is Not Acceptable) 1332 BAYVIEW DRIVE 83 APT. 101 84 City FORT LAUDERDALE FL 85 Zip Code 33304
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE: *[Signature]* DATE: 2/22/99

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TD LULLA GERTRUDE 1332 BAYVIEW DRIVE FT. LAUDERDALE FL <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P/D AUSTIN ROSS 1332 BAYVIEW DRIVE FORT LAUDERDALE, FL. 33304 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD VICKI L GATES 1332 BAYVIEW DR FT. LAUDERDALE FL <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	V/D LINDA BROWN 1332 BAYVIEW DRIVE FORT LAUDERDALE, FL. 33304 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD COURY, ALBERT JR. 1332 BAYVIEW DR. FT. LAUDERDALE FL <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	V/D LOUIS GRAHAM 1332 BAYVIEW DRIVE FORT LAUDERDALE, FL. 33304 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD LISKA, CHARLES W. 1332 BAYVIEW DRIVE FT. LAUDERDALE FL 33304 <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	V/D DON ANDERSON 1332 BAYVIEW DRIVE FORT LAUDERDALE, FL. 33304 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD MOUSHEGIAN, ROBERT 1332 BAYVIEW DRIVE FT. LAUDERDALE FL 33304 <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	T/D DON ANDERSON 1332 BAYVIEW DRIVE FORT LAUDERDALE, FL. 33304 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	S/D GERTRUDE LULLA 1332 BAYVIEW DRIVE - FT. LAUDERDALE FL. 33304 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* DATE: 2/22/99 DAYTIME PHONE #: 954 566-4091

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)