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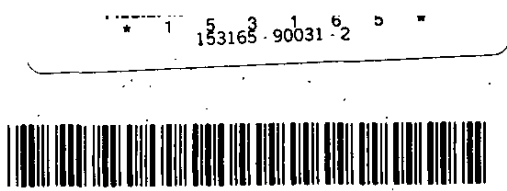
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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 715942

1. Corporation Name
VENETIAN CONDOMINIUM, INC.

Principal Place of Business ONE LAS OLAS CIRCLE FORT LAUDERDALE FLORIDA 33316	Mailing Address ONE LAS OLAS CIRCLE FORT LAUDERDALE FLORIDA 33316 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 01/24/1969
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-1303036
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
Zip 29	Country 30	

9. Name and Address of Current Registered Agent

~~WINTERS, FRED N.
 ONE LAS OLAS CIRCLE
 FT. LAUDERDALE FL 33316~~

10. Name and Address of New Registered Agent

81 Name *Ms Susana B. Alfonso*
 82 Street Address (P.O. Box Number is Not Acceptable)
1 Las Olas Circle
 83 *Susana B. Alfonso*
 84 City *Ft Lauderdale, FL* 85 Zip Code *33316*

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 *Susana B. Alfonso* SUSANA B. ALFONSO 14 JAN 1999
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	BROCHU, TOM
STREET ADDRESS	ONE LAS OLAS CIRCLE
CITY-ST-ZIP	FT. LAUDERDALE FL 33316
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	BRINK, ORVILLE
STREET ADDRESS	ONE LAS OLAS CIRCLE
CITY-ST-ZIP	FT. LAUDERDALE FL 33316
TITLE	S <input checked="" type="checkbox"/> DELETE
NAME	TALIK, JIM
STREET ADDRESS	ONE LAS OLAS CIR.
CITY-ST-ZIP	FT. LAUDERDALE FL 33316
TITLE	T <input type="checkbox"/> DELETE
NAME	RIPKA, MICHAEL
STREET ADDRESS	ONE LAS OLAS CIRCLE
CITY-ST-ZIP	FT. LAUDERDALE FL 33316
TITLE	VP <input checked="" type="checkbox"/> DELETE
NAME	EPSTEIN, MURRAY
STREET ADDRESS	ONE LAS OLAS CIRCLE
CITY-ST-ZIP	FT. LAUDERDALE FL 33316
TITLE	P <input checked="" type="checkbox"/> DELETE
NAME	CERNICK, RANDOLPH
STREET ADDRESS	ONE LAS OLAS CIRCLE
CITY-ST-ZIP	FT. LAUDERDALE FL 33316

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BRINK, ORVILLE
2.3 STREET ADDRESS	One Las Circle
2.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33316
3.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Talik, Jim
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	EPSTEIN, MURRAY
5.3 STREET ADDRESS	ONE LAS OLAS CIRCLE
5.4 CITY-ST-ZIP	FT LAUDERDALE FL 33316
6.1 TITLE	P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Randolph C. Smith
6.3 STREET ADDRESS	One Las Circle
6.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33316

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: *Susana B. Alfonso* SUSANA B. ALFONSO 2/8/98 954-463-0071
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E037 (11/98)