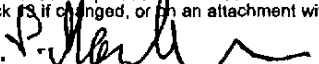


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.  
AMOUNT DUE ON OR BEFORE 09/30/98: \$61.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$236.25).

FILED  
Jul 30 1998 8:00am  
Secretary of State

| NONPROFIT CORPORATION<br>ANNUAL REPORT<br>1998                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # 738281 (5)</b><br>1. Corporation Name<br><b>BAY COUNTRY CLUB CONDOMINIUM ASSOCIATION, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                        |                                                                                                                                                                                         |  |
| Principal Place of Business<br><b>17720 NORTH BAY ROAD<br/>SUNNY ISLES<br/>NORTH MIAMI BEACH FL 33180</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | Mailing Address<br><b>17720 NORTH BAY ROAD<br/>SUNNY ISLES<br/>NORTH MIAMI BEACH FL 33180</b>                                                                                           |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country<br>24                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                        | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country<br>29                                                                                                |  |
| 9. Name and Address of Current Registered Agent<br><b>WEINSTEIN, ALVIN N<br/>19 W. FLAGLER STE 920<br/>MIAMI FL 33101</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 85 Zip Code                                        |  |
| 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        |                                                                                                                                                                                         |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                        |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | VP                     | <input checked="" type="checkbox"/> DELETE                                                                                                                                              |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | MARSHA STONE           |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 17720 N BAY ROAD, #9A  |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N. MIAMI FL            |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | SD                     | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | PERLSTEIN, ESTHER      |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 17720 N. BAY RD. 1102  |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N. MIAMI FL            |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | VD                     | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | LASSAR, EMANUEL        |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 17720 N. BAY RD.       |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N. MIAMI FL            |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | PD                     | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | MOLASKY, DIANE         |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 17720 N. BAY RD 902    |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N. MIAMI FL            |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | VD                     | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | LILIENTFELD, ROBERT J. |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 17720 N. BAY RD. 12D   |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N. MIAMI FL            |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | TD                     | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | MASCHOWSKI, SIEGFRIED  |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 17720 N. BAY RD. 803   |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N. MIAMI FL            |                                                                                                                                                                                         |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                        |                                                                                                                                                                                         |  |
| 1.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | VP                     | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 1.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | ALEXANDER ROZINOV      |                                                                                                                                                                                         |  |
| 1.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 17720 N BAY ROAD, #9D  |                                                                                                                                                                                         |  |
| 1.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | N. MIAMI FL            |                                                                                                                                                                                         |  |
| 2.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 2.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                        |                                                                                                                                                                                         |  |
| 2.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        |                                                                                                                                                                                         |  |
| 2.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                                                                                                                                                                                         |  |
| 3.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 3.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                        |                                                                                                                                                                                         |  |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 5.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                        |                                                                                                                                                                                         |  |
| 5.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        |                                                                                                                                                                                         |  |
| 5.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                                                                                                                                                                                         |  |
| 6.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 6.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                        |                                                                                                                                                                                         |  |
| 6.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        |                                                                                                                                                                                         |  |
| 6.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                                                                                                                                                                                         |  |
| 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(l), 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 in an attachment with an address. |                        |                                                                                                                                                                                         |  |
| SIGNATURE:  S. MASCHOWSKI 7-23-98 3059350828                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                                                                                                                                                                                         |  |

CR2E037 (5/98)