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 Mar 13 1997 8:00am
 Secretary of State

NONPROFIT CORPORATION
 ANNUAL REPORT
 1997



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 738701 (2)
 1. Corporation Name:
 TIERRA DEL REY PROPERTY OWNERS ASSOCIATION, INC.



Principal Place of Business: C/O MARTIN PROP MGMT CO
 1489 W PALMETTO PK RD #414
 BOCA RATON FL 33486
 US

Mailing Address: 1489 WEST PALMETTO PARK ROAD
 414
 BOCA RATON FL 33486-3327
 US

3. Date Incorporated or Qualified: 04/21/1977
 3a. Date of Last Report: 04/22/1996

2. Principal Place of Business:
 21. % Bohica Properties
 Suite, Apt #, etc
 22. 3850 NW Boca Raton Blvd
 City & State
 23. Boca Raton, FL
 Zip: 33431 Country: Palm Bch

2a. Mailing Address:
 26. % Bohica Properties
 Suite, Apt #, etc
 27. 3850 NW Boca Raton Blvd
 City & State
 28. Boca Raton, FL
 Zip: 33431 Country: Palm Bch

4. FEI Number: 59-2160282
 Applied For: Not Applicable
 Certificate of Status Desired:
 \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution:
 \$5.00 May Be Added to Fees
 8. This corporation has liability for intangible tax under s. 199.03?, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent:
 MARCIA M. COLLINS C/O MARLIN PROPERTY
 1489 W. PALMETTO PARK ROAD
 SUITE 414
 BOCA RATON FL 33486

10. Name and Address of New Registered Agent:
 81. Name: Marcia Collins % Bohica Properties
 82. Street Address (P.O. Box Number is Not Acceptable): 3850 NW Boca Raton Blvd
 83. Suite 2
 84. Boca Raton FL 85. Zip Code: 33431

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 obligation of, Section 617.0503, Florida Statutes.

SIGNATURE: Marcia Collins Marcia Collins DATE: 2/24/97
 (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---------------------------------|--|
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | CRABB, MIKE | |
| STREET ADDRESS | 1489 W. PALMETTO PARK RD., #414 | |
| CITY-ST-ZIP | BOCA RATON FL | |
| TITLE | VD | <input checked="" type="checkbox"/> DELETE |
| NAME | BUSATERI, DANA | |
| STREET ADDRESS | 1489 W. PALMETTO PARK RD., #414 | |
| CITY-ST-ZIP | BOCA RATON FL | |
| TITLE | SD | <input checked="" type="checkbox"/> DELETE |
| NAME | PRITCHARD, DOROTHY | |
| STREET ADDRESS | 1489 W. PALMETTO PARK RD., #414 | |
| CITY-ST-ZIP | BOCA RATON FL | |
| TITLE | TD | <input type="checkbox"/> DELETE |
| NAME | NOLAN, WENDY | |
| STREET ADDRESS | 1489 W. PALMETTO PARK RD., #414 | |
| CITY-ST-ZIP | BOCA RATON FL | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE |
| NAME | GORNDT, GREY | |
| STREET ADDRESS | 1489 W PALMETTO PK RD #414 | |
| CITY-ST-ZIP | BOCA RATON FL | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE |
| NAME | BARNOVITZ, PHYLLIS | |
| STREET ADDRESS | 1489 W PALMETTO PARK RD #414 | |
| CITY-ST-ZIP | BOCA RATON FL | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|----------------------|--|
| 11. TITLE | SD | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12. NAME | Crabb, MIKE | |
| 13. STREET ADDRESS | 3850 NW 2 Avenue | |
| 14. CITY-ST-ZIP | Boca Raton, FL 33431 | |
| 21. TITLE | PD | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 22. NAME | Krost, STUART | |
| 23. STREET ADDRESS | 3850 NW 2 Avenue | |
| 24. CITY-ST-ZIP | Boca Raton, FL 33431 | |
| 31. TITLE | VD | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 32. NAME | Karr, George | |
| 33. STREET ADDRESS | 3850 NW 20 Avenue | |
| 34. CITY-ST-ZIP | Boca Raton, FL 33431 | |
| 41. TITLE | D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 42. NAME | Wendy Nolan | |
| 43. STREET ADDRESS | 3850 NW 2 Avenue | |
| 44. CITY-ST-ZIP | Boca Raton, FL 33431 | |
| 51. TITLE | D | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 52. NAME | Sanz, David | |
| 53. STREET ADDRESS | 3850 NW 2 AVENUE | |
| 54. CITY-ST-ZIP | Boca Raton, FL 33431 | |
| 61. TITLE | D | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 62. NAME | McGinnis, Kathy | |
| 63. STREET ADDRESS | 3850 NW 2 Avenue | |
| 64. CITY-ST-ZIP | Boca Raton, FL 33431 | |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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.

SIGNATURE: Michael A. Crabb 2/24/97 561-750-8822
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date

CR2E037 (9/96)