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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: 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: 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 principal place of business, 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

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)(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.

SIGNATURE: Michael A. Crabb, DATE: 2/24/97, 561-750-8822

CR2E037 (9/96)