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May 14 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 # 743848 (4)

1. Corporation Name
RAINBERRY BAY VILLAS ASSOCIATION, INC.



Principal Place of Business
2801 RAINBERRY CIRCLE S.
DELRAY BEACH FL 33445

Mailing Address
2801 RAINBERRY CIRCLE S.
DELRAY BEACH FL 33445-2087

3. Date Incorporated or Qualified 08/07/1978
3a. Date of Last Report 02/21/1996

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip Country
29

4. FEI Number 59-1879457 Applied for Not Applicable
5. 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. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
WEBER SHARON A ESQ
BECKER POLIAKOFF
450 AUSTRALIAN AVE S STE 720
WEST PALM BEACH FL 33401

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
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 _____ DATE _____
(NOTE: Registered Agent signature required when re-issuing)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
PD	KERSHNER, BERNARD	2930 D NW 12TH STREET	DELRAY BEACH FL	<input checked="" type="checkbox"/>
VPD	KROKOFF, MILTON	2935 NW 12TH STREET	DELRAY BEACH FL	<input checked="" type="checkbox"/>
SD	DENENBERG, BEN	3035C NW 12TH STREET	DELRAY BEACH FL	<input checked="" type="checkbox"/>
TD	DENENBERG, BEN	3035 "C" NW 12TH ST	DELRAY BEACH FL	<input checked="" type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE	Change	Addition
President Director	Wernick, Eli	635 NW 31st Ave,	Delray Beach, FL 33445	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Vice Pres. Director	Lentz, Rosemary	1185A NW 29 Ave.,	Delray Bch, FL 33445	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Sec/Treas. Director	Snyder, Elmer	905C NW 29 Ave.,	Delray Bch, FL 33445	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

CR2E037 (9/96)