


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

98 FEB 18 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DOCUMENT # 809688 (5)

1. Corporation Name
ATLANTIC GULF COMMUNITIES CORPORATION

Principal Place of Business LEGAL DEPT. 9TH FLOOR 2601 S BAYSHORE DR MIAMI FL 33133-2461	Mailing Address LEGAL DEPT. 9TH FLOOR 2601 S BAYSHORE DR MIAMI FL 33133-2461
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DO NOT WRITE IN THIS SPACE

21. Principal Place of Business Suite, Apt. #, etc. City & State Zip	22. Mailing Address Suite, Apt. #, etc. City & State Zip	23. Country	24. Country
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3. Date Incorporated or Qualified 02/22/1954	4. FEI Number 59-0720444	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**GOLDMAN, JOEL K
LEGAL DEPT. 9TH FLOOR
2601 S BAYSHORE DR
MIAMI FL 33133**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 400002435704-4
-02/19/98--01104--011
84 City ***158.7 FL ***158.75

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		DELETED
TITLE	DP	<input type="checkbox"/>
NAME	RUTHERFORD, LARRY J.	
STREET ADDRESS	2601 S. BAYSHORE DRIVE	
CITY-ST-ZIP	MIAMI FL	
TITLE	VP	<input type="checkbox"/>
NAME	GILLETTE, THOMAS J.	
STREET ADDRESS	2601 S. BAYSHORE DRIVE	
CITY-ST-ZIP	MIAMI FL 33133	
TITLE	VS	<input type="checkbox"/>
NAME	GOLDMAN, JOEL K	
STREET ADDRESS	2601 S BAYSHORE DR	
CITY-ST-ZIP	MIAMI FL	
TITLE	VAS	<input type="checkbox"/>
NAME	LANGLEY, MARCIA N	
STREET ADDRESS	2601 S BAYSHORE DR	
CITY-ST-ZIP	MIAMI FL	
TITLE	VAS	<input checked="" type="checkbox"/>
NAME	CARLETON, CALLIS N	
STREET ADDRESS	1125 N.E. 125TH STREET	
CITY-ST-ZIP	N. MIAMI FL	
TITLE	D	<input checked="" type="checkbox"/>
NAME	EHRlich, RAYMOND	
STREET ADDRESS	2601 S BAYSHORE DRIVE	
CITY-ST-ZIP	MIAMI FL 33133	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	CPD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME	Rutherford, Larry J.		
1.3 STREET ADDRESS	2601 S. Bayshore Drive		
1.4 CITY-ST-ZIP	Miami, Florida 33133		
2.1 TITLE	SVP	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2.2 NAME	Gillette, Thomas J.		
2.3 STREET ADDRESS	2601 S. Bayshore Drive		
2.4 CITY-ST-ZIP	Miami, Florida 33133		
3.1 TITLE	EVP	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3.2 NAME	Jeffrey, Thomas W.		
3.3 STREET ADDRESS	2601 S. Bayshore Drive		
3.4 CITY-ST-ZIP	Miami, Florida 33133		
4.1 TITLE	EVP	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4.2 NAME	Laguardia, John		
4.3 STREET ADDRESS	2601 S. Bayshore Drive		
4.4 CITY-ST-ZIP	Miami, Florida 33133		
5.1 TITLE	VAS	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5.2 NAME	Cook, Paula		
5.3 STREET ADDRESS	2601 S. Bayshore Drive		
5.4 CITY-ST-ZIP	Miami, Florida 33133		
6.1 TITLE	SVP	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6.2 NAME	Woodbury, Kimball D.		
6.3 STREET ADDRESS	2601 S. Bayshore Drive		
6.4 CITY-ST-ZIP	Miami, Florida 33133		

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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

(Handwritten signature)
(CON'T)

CR2E034 (10/97)

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Re: Atlantic Gulf Communities Corporation

[13. Continuation]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Title: D / Change Addition
Name: Agranoff, Gerald N.
Street Address: c/o 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: D / Change Addition
Name: DeFrancia, James M.
Street Address: c/o 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: D / Change Addition
Name: Koenig, Stuart F.
Street Address: c/o 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: D / Change Addition
Name: Koenigsberger, Ricardo
Street Address: c/o 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: D / Change Addition
Name: MacDonald, Charles K.
Street Address: c/o 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: D / Change Addition
Name: Neibart, Lee
Street Address: c/o 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: SVP / Change Addition
Name: Weed, Frank
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: Annes, Lisa D.
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

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Title: VT / Change Addition
Name: Fischer, John H.
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: Kinsey, Susan M.
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: O'Grady, Kevin M.
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: Reader, Perry
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: Troisi, Claudia
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: Cotter, Christian
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133

Title: V / Change Addition
Name: Allen, Matthew
Street Address: 2601 S. Bayshore Drive
City, State, Zip: Miami, Florida 33133