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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **844077**

1. Corporation Name
HMG/COURTLAND PROPERTIES, INC.



Principal Place of Business
 2701 S BAYSHORE DRIVE #PH
 COCONUT GROVE FL 33133

Mailing Address
 2701 S BAYSHORE DRIVE #PH
 COCONUT GROVE FL 33133

DO NOT WRITE IN THIS SPACE

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

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

3. Date Incorporated or Qualified
09/07/1979

4. FEI Number
59-1914299

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	
NAME	BAILEY, JOHN B.	1.2 NAME	
STREET ADDRESS	2 LITTLE BAY HARBOUR	1.3 STREET ADDRESS	
CITY-ST-ZIP	PONTE VEDRA BEACH FL	1.4 CITY-ST-ZIP	
TITLE	PC	2.1 TITLE	C/D
NAME	WIENER, MAURICE	2.2 NAME	WIENER, MAURICE
STREET ADDRESS	2701 S BAYSHORE DR	2.3 STREET ADDRESS	2701 S. BAYSHORE DR.
CITY-ST-ZIP	COCONUT GROVE FL 33133	2.4 CITY-ST-ZIP	COCONUT GROVE, FL
TITLE	VTS	3.1 TITLE	D/PS
NAME	ROTHSTEIN, LAWRENCE	3.2 NAME	ROTHSTEIN, LAWRENCE
STREET ADDRESS	2701 S BAYSHORE DR	3.3 STREET ADDRESS	2701 S. BAYSHORE DR.
CITY-ST-ZIP	COCONUT GROVE FL 33133	3.4 CITY-ST-ZIP	COCONUT GROVE, FL
TITLE	AS	4.1 TITLE	
NAME	STUNTEBECK, CLINTON A.	4.2 NAME	
STREET ADDRESS	371 ROSE GLEN DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	RADNOR PA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	ARADER, WALTER G	5.2 NAME	
STREET ADDRESS	2 EAST AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	LARCHMONT, NY 0	5.4 CITY-ST-ZIP	
TITLE	VP	6.1 TITLE	V/AS
NAME	LERNER, BERNARD	6.2 NAME	CAMAROTTI, CARLOS
STREET ADDRESS	4800 SUGAR GROVE BLVD	6.3 STREET ADDRESS	2701 South Bayshore Drive
CITY-ST-ZIP	STAFFORD TX	6.4 CITY-ST-ZIP	COCONUT GROVE, FL 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, with all other like empowered.

SIGNATURE: _____ DATE: **4/8/99** DAYTIME PHONE #: **(305) 854-6803**

CR2E034 (11/98)