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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F97000006689

1. Corporation Name LIFESTYLE COMMUNITIES OF DELAWARE, LTD., INC.

Principal Place of Business % CMC HEARTLAND PARTNERS 547 W. JACKSON BLVD., SUITE 1510 CHICAGO IL 60661
Mailing Address % CMC HEARTLAND PARTNERS 547 W. JACKSON BLVD., SUITE 1510 CHICAGO IL 60661



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

3. Date Incorporated or Qualified 12/17/1997
4. FEI Number 36-4116539 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525

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 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE PCOB DELETED
NAME JACOBSON, EDWIN
STREET ADDRESS 547 W. JACKSON BOULEVARD, SUITE 1510
CITY-ST-ZIP CHICAGO IL 60661
TITLE VT DELETED
NAME RIGHEIMER, JAMES G
STREET ADDRESS 547 W. JACKSON BOULEVARD, SUITE 1510
CITY-ST-ZIP CHICAGO IL 60661
TITLE VGCS DELETED
NAME ADELSON, LAWRENCE S
STREET ADDRESS 547 W. JACKSON BOULEVARD, SUITE 1510
CITY-ST-ZIP CHICAGO IL 60661

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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: [Signature] DATE: 2-15-99 DAYTIME PHONE: 312 294 0455

CR2E034 (11/98)