

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Aug 05 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000006778 (1)
 1. Corporation Name
BROOKMAN-FELS COMMUNITIES, INC.



Principal Place of Business: 255 ALHAMBRA CIRCLE CORAL GABLES FL 33134
 Mailing Address: 255 ALHAMBRA CIRCLE CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

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

3. Date incorporated or Qualified: 12/22/1997
 4. FEI Number: 65-0805785 (Applied For)
 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 or has paid the current year Intangible Personal Property Tax due June 30: Yes No

9. Name and Address of Current Registered Agent
KERRIGAN, JUANITA I
255 ALHAMBRA CIRCLE
CORAL GABLES FL 33134

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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FELS, JONATHAN	1.2 NAME	
STREET ADDRESS	255 ALHAMBRA CIRCLE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVY, MICHAEL	2.2 NAME	
STREET ADDRESS	255 ALHAMBRA CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GETMAN, DENNIS J	3.2 NAME	
STREET ADDRESS	255 ALHAMBRA CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KERRIGAN, JUANITA J	4.2 NAME	
STREET ADDRESS	255 ALHAMBRA CIRCLE	4.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	4.4 CITY-ST-ZIP	
TITLE	VTD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCAIRY, CHARLES L	5.2 NAME	200002609578
STREET ADDRESS	255 ALHAMBRA CIRCLE	5.3 STREET ADDRESS	-08/06/98--01064--040
CITY-ST-ZIP	CORAL GABLES FL	5.4 CITY-ST-ZIP	***158.75
TITLE	CD <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELFER, GERALD D	6.2 NAME	
STREET ADDRESS	255 ALHAMBRA CIRCLE	6.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	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.

SIGNATURE: *Juanita I. Kerrigan* 7/20/98 (305) 442-7000

CR2E034 (5/98)