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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 # F98000000118

1. Corporation Name
CAPREIT OF BISCAYNE BEACHCLUB, INC.



Principal Place of Business: 11200 ROCKVILLE PIKE, ROCKVILLE MD 20852
 Mailing Address: 11200 ROCKVILLE PIKE, ROCKVILLE MD 20852

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 11200 Rockville Pike		26 11200 Rockville Pike		01/08/1998	
22 Suite 100		27 Suite 100		4. FEI Number	
23 Rockville, MD		28 Rockville, MD		APPLIED FOR 52-2074285	
24 20852 U.S.		29 20852 U.S.		Applied For	
				Not Applicable	
				5. Certificate of Status Desired <input 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 the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL			

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	CEOP <input type="checkbox"/> DELETE	1.1 TITLE	CEOP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KADISH, RICHARD L	1.2 NAME	Kadish, Richard L.
STREET ADDRESS	11200 ROCKVILLE PIKE	1.3 STREET ADDRESS	11200 Rockville Pike
CITY-ST-ZIP	ROCKVILLE MD 20852	1.4 CITY-ST-ZIP	Rockville, MD 20852
TITLE	VCFO <input type="checkbox"/> DELETE	2.1 TITLE	VCFO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ESPOSITO, BRUCE A	2.2 NAME	Esposito, Bruce A.
STREET ADDRESS	11200 ROCKVILLE PIKE	2.3 STREET ADDRESS	11200 Rockville Pike
CITY-ST-ZIP	ROCKVILLE MD 20852	2.4 CITY-ST-ZIP	Rockville, MD 20852
TITLE	VS <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	GOLDSHINE, JEFFREY A	3.2 NAME	
STREET ADDRESS	11200 ROCKVILLE PIKE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKVILLE MD 20852	3.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	4.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEYMANN, ERNEST L	4.2 NAME	Heymann, Ernest L.
STREET ADDRESS	11200 ROCKVILLE PIKE	4.3 STREET ADDRESS	11200 Rockville Pike
CITY-ST-ZIP	ROCKVILLE MD 20852	4.4 CITY-ST-ZIP	Rockville, MD 20852
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	Asst. VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BAND, RICK J	5.2 NAME	Shapiro, Robert A.
STREET ADDRESS	11200 ROCKVILLE PIKE	5.3 STREET ADDRESS	11200 Rockville Pike
CITY-ST-ZIP	ROCKVILLE MD 20852	5.4 CITY-ST-ZIP	Rockville, MD 20852
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	BECKER, SANDRA L	6.2 NAME	
STREET ADDRESS	11200 ROCKVILLE PIKE	6.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKVILLE MD 20852	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: Robert A. Shapiro, Asst. Vice President March 12, 1999 (301) 231-8700
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2F034 (1/1/98)