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Jan 20 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **N92000000498 (7)**

1. Corporation Name

OCEAN REEF CLUB, INC.



Principal Place of Business 31 OCEAN REEF DRIVE SUITE C-300 KEY LARGO FL 33037		Mailing Address ATT: CORPORATE SECRETARY 31 OCEAN REEF DRIVE, SUITE C-300 KEY LARGO FL 33037		3. Date Incorporated or Qualified 11/30/1992	
2. Principal Place of Business		2a. Mailing Address		4. FEI Number 65-0371142	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22. City & State		27. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23. Zip		28. Zip		7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24. Country		29. Country		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 LUBAN, KENNETH A 31 OCEAN REEF DR. STE. #C-300 KEY LARGO FL 33037				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	
				85. Zip Code	

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCOB	1.1 TITLE	D SOB
NAME	FARMER, RICAHRD T	1.2 NAME	
STREET ADDRESS	31 OCEAN REEF DRIVE, #C-300	1.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL 33037	1.4 CITY-ST-ZIP	
TITLE	DT	2.1 TITLE	D
NAME	GOLDSTEIN, ALAN J	2.2 NAME	
STREET ADDRESS	31 OCEAN REEF DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	DAVIDSON, THOMAS N	3.2 NAME	
STREET ADDRESS	31 OCEAN REEF DR., #C-300	3.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	TRUCKENBROD, JAMES M	4.2 NAME	
STREET ADDRESS	31 OCEAN REEF DR #C-300	4.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL	4.4 CITY-ST-ZIP	
TITLE	SVP	5.1 TITLE	
NAME	LUBAN, KENNETH A	5.2 NAME	
STREET ADDRESS	31 OCEAN REEF DR., #C-300	5.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL	5.4 CITY-ST-ZIP	
TITLE	P	6.1 TITLE	
NAME	BERREY, ROBERT M	6.2 NAME	
STREET ADDRESS	31 OCEAN REEF DRIVE #300	6.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL 33037	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 trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed by an attachment with an address.

SIGNATURE:

Kenneth A. Luban 1/8/98 (305) 367-5850

CR2E037 (10/97)

Exhibit A

OCEAN REEF CLUB, INC.

BOARD OF DIRECTORS

Richard F. Skelly, (Chairman)
Darryl W. Copeland
Thomas N. Davidson
Ruth J. Dawson
Richard T. Farmer
Alan J. Goldstein
Robert C. Morgan
Shirley D. Shipley
E. Roe Stamps, IV

EXECUTIVE COMMITTEE

Richard F. Skelly, (Chairman)
Robert M. Berrey
Richard T. Farmer
Robert C. Morgan
E. Roe Stamps, IV

OFFICERS

Richard F. Skelly	Chairman of the Board
Robert C. Morgan	Vice Chairman
Robert M. Berrey	President
Robert R. Ambridge	Executive Vice President
Tor H. Aasheim	Vice President - Food and Beverage
Thomas J. Belton, III	Vice President - Marketing and Membership
Kenneth A. Luban	Vice President, Secretary and General Counsel
E. Roe Stamps, IV	Treasurer and Assistant Secretary
James M. Truckenbrod	Vice President - Finance

All persons use the following address:
31 Ocean Reef Drive, Suite C-300
Key Largo, Florida 33037