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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NONPROFIT CORPORATION ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # N95000001159 1. Corporation Name ESTANCIA PROPERTY OWNERS ASSOCIATION INC					
Principal Place of Business %Phoenix Management 541 S State Road 7 #12 Margate Fl 33068			Mailing Address % Phoenix Management 541 S State Road 7 Suite 12 Margate Fl 33068		
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 3/9/95 3a. Date of Last Report 3/9/95 4. FEI Number 65-0564449 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
81. Name John C Primeau 82. Street Address (P.O. Box Number is Not Acceptable) %Ellis, Spencer & Butler 83. City, State, and Zip 4601 Sheridan Street Suite 505 84. City Hollywood 85. State FL 86. Zip 33021					
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 <i>Sac Attached</i> <small>Signature types or printed name of registered agent and the applicable (NOTE: Registered Agent's signature required when reinstating) DATE</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE <i>Chairman</i> NAME Graig Moyer PD <input type="checkbox"/> DELETE STREET ADDRESS 333 SW 190 Terrace CITY-STATE-ZIP Pembroke Pines Fl 33029			1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 600002227396--9 1.4 CITY-STATE-ZIP -07/01/97--01027--003 *****61.25 *****61.25		
TITLE NAME Donna Naples T/D <input type="checkbox"/> DELETE STREET ADDRESS 477 SW 191 Terrace CITY-STATE-ZIP Pembroke Pines Fl 33029			2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-STATE-ZIP		
TITLE NAME Robert Barea S/D <input type="checkbox"/> DELETE STREET ADDRESS 337 SW 185 Terrace CITY-STATE-ZIP Pembroke Pines Fl 33029			3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-STATE-ZIP		
TITLE NAME Osvaldo C Miller VP/D <input type="checkbox"/> DELETE STREET ADDRESS 18440 SW 4 Street CITY-STATE-ZIP Pembroke Pines Fl 33029			4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-STATE-ZIP		
TITLE NAME Alfred I Consueara D <input type="checkbox"/> DELETE STREET ADDRESS Adler Properties CITY-STATE-ZIP 2600 Douglas Rd #510 CITY-STATE-ZIP Coral Gables Fl 33034			5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-STATE-ZIP		
TITLE NAME STREET ADDRESS CITY-STATE-ZIP			6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-STATE-ZIP		

14. I do 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Craig Moyer*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-21-97 **(954) 450-9825**
Date Daytime Phone

CR2E037 (9/96)

**CERTIFICATE OF CHANGING THE REGISTERED
AGENT AND REGISTERED OFFICE OF
ESTANCIA PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to the provisions in §617.0502, Florida Statutes, ESTANCIA PROPERTY OWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, submits the following statement in changing the designated registered agent and office in the State of Florida.

The name and address of the current registered agent and office for the corporation is:

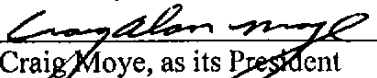
Charles D. Robbins
Wampler, Buchanan and Breen
777 Brickell Avenue #900
Miami, FL 33131

The name and address of the new registered agent and office for the corporation is:

John C. Primeau
c/o Ellis, Spencer & Butler
4601 Sheridan Street
Suite 505
Hollywood, Florida 33021

The street address of the corporation's registered office and the street address of the business office of its new registered agent, as changed herein, will be identical. This change is authorized by the resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

ESTANCIA PROPERTY OWNERS ASSOCIATION, INC.

BY:  Date: 4-21-97
Craig Moye, as its President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for ESTANCIA PROPERTY OWNERS ASSOCIATION, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:  Date: 4/14/97
JOHN C. PRIMEAU