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Jan 31 1997 8:00am
Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # N95000004486 (5)

1. Corporation Name

BHS REAL ESTATE FOUNDATION, INC.



Principal Place of Business

Mailing Address

8900 NORTH KENDALL DR.
MIAMI FL 33176

8900 NORTH KENDALL DR.
MIAMI FL 33176-2118

3. Date Incorporated or Qualified
09/20/1995

3a. Date of Last Report
04/19/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country

28 Zip Country

4. FEI Number
65-0611015

Applied For
Not Applicable

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

ROBERT BAAL
8900 NORT KENDALL DR.
MIAMI FL 33176

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 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 PD
NAME CARR, JAMES
STREET ADDRESS 9040 SUNSET DR., #15
CITY-ST-ZIP MIAMI FL 33173

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VD
NAME GLUCK, PAUL M.D.
STREET ADDRESS 8950 N. KENDALL DR., #507
CITY-ST-ZIP MIAMI FL 33176

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE SD
NAME MORGENSTERN, MEL
STREET ADDRESS 201 ALHAMBRA CIRCLE, #1200
CITY-ST-ZIP CORAL GABLES FL 33134

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE TD
NAME SOULE, PAUL
STREET ADDRESS 6161 BLUE LAGOON DR., #360
CITY-ST-ZIP MIAMI FL 33128

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE CEO
NAME BAAL, ROBERT
STREET ADDRESS 8900 NORTH KENDALL DR.
CITY-ST-ZIP MIAMI FL 33176

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE CFO
NAME LAWSON, RALPH E
STREET ADDRESS 8900 NORTH KENDALL DR.
CITY-ST-ZIP MIAMI FL 33176

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 0032962

CR2E037 (9/96)