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May 17, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N96000002766

1. Corporation Name
BALLANTRAE YACHT CLUB, INC.

Principal Place of Business: 1800 S. AUSTRALIAN AVE., STE. 400 WEST PALM BEACH FL 33409
 Mailing Address: 1800 S. AUSTRALIAN AVE., STE. 400 WEST PALM BEACH FL 33409



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		05/24/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		65-0685494	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Zip	25	Country	29	30

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
BRANNOCK, G. STEVEN 1800 S. AUSTRALIAN AVE., STE. 400 WEST PALM BEACH FL 33409				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DP	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	DP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAPAPORT, JONATHAN		1.2 NAME	Mark Dennis	
STREET ADDRESS	1800 S. AVSTRAVIAN AVE., STE. 400		1.3 STREET ADDRESS	1800 S. Australian Ave. Ste. 400	
CITY-ST-ZIP	WEST PALM BEACH FL		1.4 CITY-ST-ZIP	West Palm Beach, FL	
TITLE	DST	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINN, ELIZABETH A		2.2 NAME		
STREET ADDRESS	4000 S.E. PINE VALLEY		2.3 STREET ADDRESS		
CITY-ST-ZIP	PORT ST LUCIE FL		2.4 CITY-ST-ZIP		
TITLE	DV	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PIERCE, MARY		3.2 NAME		
STREET ADDRESS	1800 S. AUSTRALIAN AVE., #400		3.3 STREET ADDRESS		
CITY-ST-ZIP	WEST PALM BEACH FL		3.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			4.2 NAME		
STREET ADDRESS			4.3 STREET ADDRESS		
CITY-ST-ZIP			4.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			5.2 NAME		
STREET ADDRESS			5.3 STREET ADDRESS		
CITY-ST-ZIP			5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			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 617, 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: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: 5-19-99 Daytime Phone #: 337-5474

CR2E037 (1/198)