


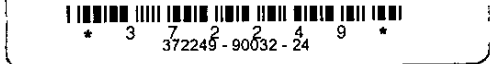
**FILED**  
**Mar 04, 1999 8:00 am**  
**Secretary of State**

03-04-1999 90178 027 \*\*\*\*70.00

NONPROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N98000007376**  
 1. Corporation Name  
**MBCDC: FERNWOOD APARTMENTS, INC.**

Principal Place of Business 1205 DREXEL AVE. 2ND FLOOR MIAMI BEACH FL 33139	Mailing Address 1205 DREXEL AVE. 2ND FLOOR MIAMI BEACH FL 33139
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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 12/29/1998 4. FEI Number 65-0899456 5. Certificate of Status Desired * \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
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9. Name and Address of Current Registered Agent RUSS, DENIS 1205 DREXEL AVE, 2ND FLOOR MIAMI BEACH FL 33139	10. Name and Address of New Registered Agent 81 Name: JOHN RAWICZ ESQ. 82 Street Address (P.O. Box Number is Not Acceptable): STEARNS WEAVER MILLER 83 City: MIAMI FL 85 Zip Code: 33130
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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]* DATE: 2-3-99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DATORRE, ROBERTO	1.2 NAME	
STREET ADDRESS	410 16TH ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KENNEDY, KARL	2.2 NAME	
STREET ADDRESS	1205 DREXEL AVE, 2ND FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUSS, DENIS A	3.2 NAME	
STREET ADDRESS	1205 DREXEL AVE, 2ND FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139	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 REQUIRED  
 SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date: 2/3/99 Daytime Phone #

CR2E037 (1/98)