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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # P40096 (0)
1. Corporation Name
CUMBERLAND COVE, INC.

Principal Place of Business: 2601 SOUTH BAYSHORE DRIVE MIAMI FL 33133-5461
Mailing Address: 2601 SOUTH BAYSHORE DRIVE MIAMI FL 33133-5461

2. Principal Place of Business: 21 2601 S. Bayshore Drive
Suite, Apt. #, etc.: 22 Legal Dept., Suite 900
City & State: 23 Miami, Florida
Zip: 24 33133 Country: 25

3. Date Incorporated or Qualified: 08/18/1992
4. FEI Number: 59-1420809 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
GOLDMAN, JOEL K
2601 SOUTH BAYSHORE DRIVE
MIAMI FL 33133-5461

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 180002436801-0
-02/20/98--01103--013
84 City ****158.75 FL ***2138975

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, 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: VSD NAME: GOLDMAN, JOEL K. STREET ADDRESS: 2601 S. BAYSHORE DRIVE CITY-ST-ZIP: MIAMI FL	<input type="checkbox"/> DELETE	1.1 TITLE: VCASD 1.2 NAME: Cook, Paula 1.3 STREET ADDRESS: 2601 S. Bayshore Drive 1.4 CITY-ST-ZIP: Miami, Florida 33133
TITLE: VAS NAME: LANGLEY, MARCIA H. STREET ADDRESS: 2601 S. BAYSHORE DRIVE CITY-ST-ZIP: MIAMI FL	<input type="checkbox"/> DELETE	2.1 TITLE: PD 2.2 NAME: Jeffrey, Thomas W. 2.3 STREET ADDRESS: 2601 S. Bayshore Drive 2.4 CITY-ST-ZIP: Miami, Florida 33133
TITLE: VD NAME: JEFFREY, THOMAS W. STREET ADDRESS: 2601 S. BAYSHORE DRIVE CITY-ST-ZIP: MIAMI FL	<input type="checkbox"/> DELETE	3.1 TITLE: <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.2 NAME: Laguardia, John 3.3 STREET ADDRESS: 2601 S. Bayshore Drive 3.4 CITY-ST-ZIP: Miami, Florida 33133
TITLE: VT NAME: FISCHER, JOHN H. STREET ADDRESS: 2601 S. BAYSHORE DRIVE CITY-ST-ZIP: MIAMI FL	<input type="checkbox"/> DELETE	4.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME: 4.3 STREET ADDRESS: 4.4 CITY-ST-ZIP:
TITLE: DP NAME: FERTIG, JAY C. STREET ADDRESS: 2601 S. BAYSHORE DRIVE CITY-ST-ZIP: MIAMI FL 33133	<input checked="" type="checkbox"/> DELETE	5.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME: 5.3 STREET ADDRESS: 5.4 CITY-ST-ZIP:
TITLE: V NAME: MACNAIR, CHRISTOPHER J. STREET ADDRESS: 2601 S BAYSHORE DR CITY-ST-ZIP: MIAMI FL 33133	<input checked="" type="checkbox"/> DELETE	6.1 TITLE: <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME: 6.3 STREET ADDRESS: 6.4 CITY-ST-ZIP:

Handwritten signature and date: 2/13/98

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

SIGNATURE: *Joel K. Goldman* 2-13-98 305 859-4000

CR2E034 (10/97)