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May 04, 1999 8:00 am
Secretary of State

05-04-1999 90118 034 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P93000033062

1. Corporation Name
 SOUTHERN PROPERTIES FUND II, INC.

Principal Place of Business: % RICHARD FINKELSTEIN, 1000 CLINT MOORE RD., #110, BOCA RATON FL 33487
 Mailing Address: % RICHARD FINKELSTEIN, 1000 CLINT MOORE RD., #110, BOCA RATON FL 33487



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-fields for Suite, City, State, Zip, and Country.

3. Date Incorporated or Qualified: 05/06/1993
 4. FEI Number: 65-0412301
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent
 WOHL, MICHAEL D
 2665 S. BAYSHORE DRIVE
 #202
 COCONUT GROVE FL 33133

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and Zip Code.

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	WOHL, MICHAEL D	
STREET ADDRESS	2665 S. BAYSHORE DR., #202	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ENDELSON, KENNETH	
STREET ADDRESS	2665 S. BAYSHORE DR., #202	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FINKELSTEIN, RICHARD	
STREET ADDRESS	2665 S. BAYSHORE DR., #202	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 607, 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: RICHARD FINKELSTEIN 4/28/99 561-997-5760
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)