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Mar 26, 1999 8:00 am
Secretary of State

03-26-1999 90034 011 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P93000083058

1. Corporation Name
TIFFANY REAL ESTATE HOLDINGS, INC.



Principal Place of Business
 21150 VISCAYNE BLVD
 SUITE 202
 AVENTURA FL 33180
 US

Mailing Address
 21150 BISCAYNE BLVD
 SUITE 302
 AVENTURA FL 33180
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 City & State
 Zip Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 City & State
 Zip Country

3. Date Incorporated or Qualified
11/29/1993

4. FEI Number
65-0533414

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 the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
GERMAN, FRAYND
21150 BISCAYNE BLVD
SUITE 302
AVENTURA FL 33180

10. Name and Address of New Registered Agent
 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 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 607.0508, Florida Statutes.

SIGNATURE *GERMAN FRAYND* DATE **3/24/99**
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	FRAYND, GERMAN	
STREET ADDRESS	21150 BISCAYNE BLVD SUITE 302	
CITY-ST-ZIP	AVENTURA FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 Addition

1.1 TITLE	VICE PRESIDENT-VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	PAUL FRAYND	
1.3 STREET ADDRESS	21150 BISCAYNE BLVD Suite 302	
1.4 CITY-ST-ZIP	AVENTURA, FLORIDA 33180	
2.1 TITLE	SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	ALLAN FRAYND	
2.3 STREET ADDRESS	21150 BISCAYNE BLVD #302	
2.4 CITY-ST-ZIP	AVENTURA, FL 33180	
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)(l), 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: *GERMAN FRAYND* DATE **3/24/99** DAYTIME PHONE # **305 5510504**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)