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Apr 09 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000085854 (5)
 1. Corporation Name
RANCHO SANTA FE, INC.

Principal Place of Business 5901 NW 151 STREET SUITE 120 MIAMI LAKES FL 33014	Mailing Address P.O. BOX 4550 SUITE 120 MIAMI LAKES FL 33014 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/28/1994	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25 Suite, Apt. #, etc.	26 City & State
27 Zip	28 Country	29 Zip	30 Country	4. FEI Number 65-0562379	Applied For Not Applicable
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
WEITZER, HARRY 5901 NW 151 STREET SUITE 120 MIAMI LAKES FL 33014				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 607.0505, Florida Statutes.					

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	VTD
NAME	WEITZER, HARRY	1.2 NAME	KLEINERMAN, PETER
STREET ADDRESS	5901 NW 151 STREET, SUITE 120	1.3 STREET ADDRESS	5901 N.W. 151st STREET, #120
CITY-ST-ZIP	MIAMI LAKES FL 33014	1.4 CITY-ST-ZIP	MIAMI LAKES, FL 33014
TITLE		2.1 TITLE	VASD
NAME		2.2 NAME	SPEIZER, HARRY
STREET ADDRESS		2.3 STREET ADDRESS	5901 N.W. 151st STREET, #120
CITY-ST-ZIP		2.4 CITY-ST-ZIP	MIAMI LAKES, FL 33014
TITLE		3.1 TITLE	S
NAME		3.2 NAME	JOHNSTON, PATRICE M.
STREET ADDRESS		3.3 STREET ADDRESS	5901 N.W. 151st STREET, #120
CITY-ST-ZIP		3.4 CITY-ST-ZIP	MIAMI LAKES, FL 33014
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **PATRICE M. JOHNSTON** 4/6/98 305 819 4663

CP2E034 (10/97)