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FILED

**May 16 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P96000023763 (1)

1. Corporation Name
RACQUET CLUB RESORTS, INC.



Principal Place of Business: **3015 NORTH OCEAN BLVD., #121 FT. LAUDERDALE FL 33308**
Mailing Address: **3015 NORTH OCEAN BLVD., #121 FT. LAUDERDALE FL 33308-7300**

3. Date Incorporated or Qualified: **03/15/1996** 3a. Date of Last Report

4. FEI Number: **65-0657977** 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24

2a. Mailing Address: 25 Suite, Apt. #, etc. 26 City & State 27 Zip Country 28

29 30

9. Name and Address of Current Registered Agent
**BLODIG, GREGORY J
100 WEST CYPRESS CREEK
SUITE 700
FT. LAUDERDALE FL 33308**

10. Name and Address of New Registered Agent

81 Name: **Rebecca A. Foster**
82 Street Address (P.O. Box Number is Not Acceptable): **3015 N. Ocean Blvd #121**
83
84 City: **Ft. Lauderdale** FL 85 Zip Code: **33308**

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, 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:  **Rebecca A. Foster** DATE: **4/8/97**

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	OTTINO, J.P.	
STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	
CITY - ST - ZIP	FT. LAUDERDALE FL 33308	
TITLE	D	<input type="checkbox"/> DELETE
NAME	POLANSKY, BRUCE	
STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	
CITY - ST - ZIP	FT. LAUDERDALE FL 33308	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HIERHOLZER, LARRY	
STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	
CITY - ST - ZIP	FT. LAUDERDALE FL 33308	
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	CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	LAMBERT, JAMES E.	
1.3 STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	
1.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33308	
2.1 TITLE	P/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	FOSTER, REBECCA A.	
2.3 STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	
2.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33308	
3.1 TITLE	VP/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	LANDAU, MARC J.	
3.3 STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	
3.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33308	
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 do 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:  **GREGORY J. BLODIG** DATE: **4/8/97** DAYTIME PHONE: **954-563-2444**

CP2E034 (9/96)