

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 18 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 Zip 25 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 Zip 30 Country		3. Date Incorporated or Qualified 03/15/1996	
4. FEI Number 65-0657977		Applied For <input type="checkbox"/> Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent FOSTER, REBECCA A 3015 N OCEAN BLVD #121 FT. LAUDERDALE FL 33308				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	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OTTINO, J.P.	1.2 NAME	
STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	1.3 STREET ADDRESS	
CITY-ST-ZIP	PT. LAUDERDALE FL 33308	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POLANSKY, BRUCE	2.2 NAME	
STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL 33308	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIERHOLZER, LARRY	3.2 NAME	
STREET ADDRESS	3015 NORTH OCEAN BLVD., #121	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL 33308	3.4 CITY-ST-ZIP	
TITLE	CEO <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAMBERT, JAMES E	4.2 NAME	
STREET ADDRESS	3015 N OCEAN BLVD STE 121	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	4.4 CITY-ST-ZIP	
TITLE	PS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOSTER, REBECCA A	5.2 NAME	
STREET ADDRESS	3015 N OCEAN BLVD STE 121	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	5.4 CITY-ST-ZIP	
TITLE	VPT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LANDAU, MARC J	6.2 NAME	
STREET ADDRESS	3015 N OCEAN BLVD #121	6.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	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 *[Signature]* President Rebecca A Foster 11/27/98 954.563-7444

CR2E034 (10/97)