SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # P97000075214 (1)

1. Corporate Name
RETIREMENT HOUSING SYSTEMS, INC.

Principal Place of Business
100 EAST BASE AVE.
VENICE FL 34285

Mailing Address
100 EAST BASE AVE.
VENICE FL 34285

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/28/1997

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip 24 Country 25

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip 29 Country 30

4. FEI Number
65-0762913
[ ] 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 owes or has paid the current year Intangible Personal Property Tax due June 30. [X] Yes [ ] No

9. Name and Address of Current Registered Agent
RITCHIE, JOHN D PH.D.
100 EAST BASE AVE.
VENICE FL 34285

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 607.0505, Florida Statutes.

SIGNATURE Signature of New Registered Agent or Previous Registered Agent DATE

12. OFFICERS AND DIRECTORS

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE PRES. [ ] Change [X] Addition
12 NAME John D. Ritchie
13 STREET ADDRESS 100 EAST BASE AVE.
14 CITY ST ZIP VENICE, FL 34285

21 TITLE SEC. [ ] Change [X] Addition
22 NAME KENT GRISWOLD
23 STREET ADDRESS 1211 E. Butler Pike
24 CITY ST ZIP AMBLER, PA 19002

31 TITLE [ ] Change [ ] Addition
32 NAME
33 STREET ADDRESS
34 CITY ST ZIP

41 TITLE [ ] Change [ ] Addition
42 NAME
43 STREET ADDRESS
44 CITY ST ZIP

51 TITLE [ ] Change [ ] Addition
52 NAME
53 STREET ADDRESS
54 CITY ST ZIP

61 TITLE [ ] Change [ ] Addition
62 NAME
63 STREET ADDRESS
64 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(4)(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 any attachment with an address.

SIGNATURE:

C32E034 (3/98)