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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000077694
 1. Corporation Name
TROPICAL COURT VILLAS, INC.

Principal Place of Business Mailing Address
 1925 BRICKELL AVENUE SUITE D208 1925 BRICKELL AVENUE SUITE D208
 MIAMI FL 33129 MIAMI FL 33129



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		09/09/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
				65-0779617	
22. City & State		27. City & State		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	
23. Zip Country		28. Zip Country		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24	25	29	30		

B. Name and Address of Current Registered Agent
 BESU, ROGER
 1925 BRICKELL AVENUE SUITE D208
 MIAMI FL 33129

10. Name and Address of New Registered Agent

81 Name	RICHARD RAEULS
82 Street Address (P.O. Box Number is Not Acceptable)	
83	7901 W 27 AVE Bay 3 #4
84 City	HIALEAH FLORIDA FL
85 Zip Code	33016

11. Pursuant to the provisions of Sections 607.0502 and 607.0508, 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]* DATE: 5-20-99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	ST	1.1 TITLE	
NAME	RODRIGUEZ, LIBARDO E	1.2 NAME	
STREET ADDRESS	8181 N.W. 91 TERR. B-1	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33018	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	
NAME	RAFULS, RICHARD	2.2 NAME	
STREET ADDRESS	8181 NW 91 TERRACE B-1	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33018	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	
NAME	MARRERO, HECTOR	3.2 NAME	
STREET ADDRESS	8181 N.W. 91 TERR. B-1	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33018	3.4 CITY-ST-ZIP	
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, with all other like employees.

SIGNATURE: X SIGNATURE REQUIRED *[Signature]* DATE: 5-20-99

CR2E034 (1/198)