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FILED  
Apr 18 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 # P95000015118 (9)

1. Corporation Name  
HIGH CLIFF HOLDINGS, INC.

Principal Place of Business  
4612 S. OCEAN BLVD.  
HIGHLAND BEACH FL 33487

Mailing Address  
4612 S. OCEAN BLVD.  
HIGHLAND BEACH FL 33487-5304



3. Date Incorporated or Qualified  
02/23/1995  
3a. Date of Last Report  
05/01/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 65-0660190		Applied For <input type="checkbox"/> Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip		28 Zip		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
24 Country		29 Country		30			

9. Name and Address of Current Registered Agent

MILANI, LUCREZIA L.  
4612 S. OCEAN BLVD.  
HIGHLAND BEACH FL 33487

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPV	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILANI, LUCIA	1.2 NAME	
STREET ADDRESS	44 UPLANDS AVE.	1.3 STREET ADDRESS	
CITY - ST - ZIP	THORNHILL, ONTARIO CANADA L3T-4A5	1.4 CITY - ST - ZIP	
TITLE	ST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILANI, LUCIA	2.2 NAME	
STREET ADDRESS	44 UPLANDS AVE.	2.3 STREET ADDRESS	
CITY - ST - ZIP	THORNHILL, ONTARIO CANADA L3T-4A5	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: *[Signature]* DATE: April 17 / 97  
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)