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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F97000000128 (5)**

1. Corporation Name
FBA II, INC.

Principal Place of Business C/O MIAMI HEAT LIMITED PARTNERSHIP SUN TRUST INTERNATIONAL CENTER MIAMI FL 33131	Mailing Address C/O MIAMI HEAT LIMITED PARTNERSHIP SUN TRUST INTERNATIONAL CENTER MIAMI FL 33131
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2. Principal Place of Business 21 One S.E. 3rd Ave. Suite, Apt. #, etc. 22 Suite 2300 City & State 23 Miami, FL Zip 24 33131	2a. Mailing Address 26 One S.E. 3rd Ave. Suite, Apt. #, etc. 27 Suite 2300 City & State 28 Miami, FL Zip 29 33131
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3. Date Incorporated or Qualified 01/08/1997	4. FEI Number 65-0716608	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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

**WOOLWORTH, ERIC S
C/O MIAMI HEAT LIMITED PARTNERSHIP
SUN TRUST INTERNATIONAL CENTER
MIAMI FL 33131**

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Applicable) 200002423223-8
83	-02/17/98-01094-003 ****158.75 ****158.75
84 City	85 Zip Code FL

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, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	ARISON, MICKY	
STREET ADDRESS	SUN TRUST INTERNATIONAL CENTER	
CITY-ST-ZIP	MIAMI FL	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	WINICK, PAULINE	
STREET ADDRESS	SUN TRUST INTERNATIONAL CENTER	
CITY-ST-ZIP	MIAMI FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WOOLWORTH, ERIC S	
STREET ADDRESS	SUN TRUST INTERNATIONAL CENTER	
CITY-ST-ZIP	MIAMI FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	FRANK, HOWARD S	
STREET ADDRESS	SUN TRUST INTERNATIONAL CENTER	
CITY-ST-ZIP	MIAMI FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SCHULMAN, SAMUEL D	
STREET ADDRESS	SUN TRUST INTERNATIONAL CENTER	
CITY-ST-ZIP	MIAMI FL	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	DUBIN, JAMES M	
STREET ADDRESS	SUN TRUST INTERNATIONAL CENTER	
CITY-ST-ZIP	MIAMI FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PCD	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Arison, Micky	
1.3 STREET ADDRESS	One S.E. 3rd Ave., Suite 2300	
1.4 CITY-ST-ZIP	Miami, FL 33131	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	VPS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Woolworth, Eric S.	
3.3 STREET ADDRESS	One S.E. 3rd Ave., Suite 2300	
3.4 CITY-ST-ZIP	Miami, FL 33131	
4.1 TITLE	D	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Frank, Howard S.	
4.3 STREET ADDRESS	One S.E. 3rd Ave., Suite 2300	
4.4 CITY-ST-ZIP	Miami, FL 33131	
5.1 TITLE	VPT	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Schulman, Samuel D	
5.3 STREET ADDRESS	One S.E. Third Ave., Suite 2300	
5.4 CITY-ST-ZIP	Miami, FL	
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 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:

Samuel D. Schulman 2-13-98 (305) 372-8112

CR2E034 (10/97)