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May 01 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 # 224521 (5)  
1. Corporation Name  
ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION



Principal Place of Business  
LEGAL DEPT 9TH FLOOR  
2601 S BAYSHORE DR  
MIAMI FL 33133-2461

Mailing Address  
LEGAL DEPT 9TH FLOOR  
2601 S BAYSHORE DR  
MIAMI FL 33133-3417

3. Date Incorporated or Qualified 06/05/1959	3a. Date of Last Report 04/16/1996
4. FEI Number 59-1092221	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LANGLEY, MARCIA H  
LEGAL DEPT. 9TH FLOOR  
2601 S BAYSHORE DR  
MIAMI FL 33133

81 Name JOEL K. GOLDMAN	85 Zip Code 33133
82 Street Address (P.O. Box Number is Not Acceptable) 2601 S. Bayshore Dr	
83 9th Floor	
84 City MIAMI	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

Joel K Goldman

4/11/97

12. OFFICERS AND DIRECTORS	
TITLE	DP <input type="checkbox"/> DELETE
NAME	JEFFREY, THOMAS W.
STREET ADDRESS	2601 S. BAYSHORE DRIVE
CITY-ST-ZIP	MIAMI FL
TITLE	VTD <input type="checkbox"/> DELETE
NAME	FISCHER, JOHN H.
STREET ADDRESS	2601 S. BAYSHORE DRIVE
CITY-ST-ZIP	MIAMI FL 33133
TITLE	VAS <input type="checkbox"/> DELETE
NAME	GOLDMAN, JOEL K.
STREET ADDRESS	2601 S BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133
TITLE	V <input type="checkbox"/> DELETE
NAME	CAIN, RALPH C. III
STREET ADDRESS	1673 S.E. NEIMEYER CIRCLE
CITY-ST-ZIP	PORT ST. LUCIE FL
TITLE	VSD <input type="checkbox"/> DELETE
NAME	LANGLEY, MARCIA H
STREET ADDRESS	2601 S BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133
TITLE	V <input type="checkbox"/> DELETE
NAME	CARLETON, CALLIS N.
STREET ADDRESS	2601 S BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	VIS/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GOLDMAN, JOEL K.
1.3 STREET ADDRESS	2601 S. BAYSHORE DR
1.4 CITY-ST-ZIP	MIAMI FL 33133
2.1 TITLE	VAS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	LANGLEY, MARCIA H.
2.3 STREET ADDRESS	2601 S. BAYSHORE DR
2.4 CITY-ST-ZIP	MIAMI FL 33133
3.1 TITLE	VIC/AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	CARLETON, CALLIS N.
3.3 STREET ADDRESS	2601 S. BAYSHORE DR
3.4 CITY-ST-ZIP	MIAMI FL 33133
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Joel K Goldman

Date

4/11/97

Daytime Phone #

305-859-4071

0178263

CR2E034 (9/96)