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Jan 14 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 # 558466 (9)

1. Corporation Name
PAYTON AND RACHLIN, P.A.



Principal Place of Business

ONE BISCAYNE TOWER
SUITE 3270
MIAMI FL 33131
US

Mailing Address

ONE BISCAYNE TOWER
SUITE 3270
MIAMI FL 33131-1806
US

3. Date Incorporated or Qualified
01/05/1978

3a. Date of Last Report
04/26/1996

2. Principal Place of Business

21 1 Southeast Third Ave.

2a. Mailing Address

26 1 Southeast Third Ave.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 1200

27 1200

City & State

City & State

23 Miami FLORIDA

28 Miami FLORIDA

Zip

Country

Zip

Country

24 33131

25 U.S.A.

29 33131

30 U.S.A.

4. FEI Number

59-1806257

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

PAYTON, HARRY A.
MIAMI CENTER, SUITE 3000
201 SOUTH BISCAYNE BLVD.
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name Harry A. Payton
82 Street Address (P.O. Box Number is Not Acceptable)
One Southeast Third Avenue
83 Suite 1200
84 City Miami FL 85 Zip Code 33131

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

Harry A. Payton

(NOTE: Registered Agent signature required when reinstating)

1/7/97

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	PAYTON, HARRY A.	
STREET ADDRESS	ONE BISCAYNE TOWER SUITE 3270	
CITY- ST- ZIP	MIAMI FL	
TITLE	P	DELETE
NAME	PAYTON, HARRY A.	
STREET ADDRESS	ONE BISCAYNE TOWER SUITE 3270	
CITY- ST- ZIP	MIAMI FL	
TITLE	VPS	DELETE
NAME	RACHLIN, RICHARD S.	
STREET ADDRESS	712 US HIGHWAY 1 SUITE 400	
CITY- ST- ZIP	NORTH PALM BEACH FL	
TITLE	D	DELETE
NAME	RACHLIN, RICHARD S.	
STREET ADDRESS	712 US HIGHWAY 1 SUITE 400	
CITY- ST- ZIP	NORTH PALM BEACH FL	
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

1.1 TITLE	Change Addition
1.2 NAME	
1.3 STREET ADDRESS	1 S.E. 3rd Avenue, #1200
1.4 CITY- ST- ZIP	Miami, FL 33131
2.1 TITLE	Change Addition
2.2 NAME	
2.3 STREET ADDRESS	1 S.E. 3rd Avenue, #1200
2.4 CITY- ST- ZIP	Miami, FL 33131
3.1 TITLE	Change Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY- ST- ZIP	
4.1 TITLE	Change Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY- ST- ZIP	
5.1 TITLE	Change Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY- ST- ZIP	
6.1 TITLE	Change 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

Date

Daytime Phone #

Harry A. Payton Harry A. Payton 1/6/97 305-577-9997

CR2E034 (9/96)