

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Aug 24 1998 8:00am**  
**Secretary of State**

|                                                    |                                                                                   |                                                                                                           |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

**DOCUMENT # 678316**  
 1. Corporation Name  
**TURNBERRY REALTY CORP.**

|                                           |                                           |
|-------------------------------------------|-------------------------------------------|
| Principal Place of Business               | Mailing Address                           |
| 19735 Turnberry Way<br>Aventura, FL 33180 | 19735 Turnberry Way<br>Aventura, FL 33180 |

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
**7/11/80**

|                                                                                                                                        |                                                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business                                                                                                         | 2a. Mailing Address                                                                                                                    |
| 21 19501 Biscayne Blvd.<br>Suite, Apt. #, etc.<br>22 Suite 400/Attn: Legal Dept.<br>City & State<br>23 Aventura, FL<br>Zip<br>24 33180 | 25 19501 Biscayne Blvd.<br>Suite, Apt. #, etc.<br>26 Suite 400/Attn: Legal Dept.<br>City & State<br>27 Aventura, FL<br>Zip<br>28 33180 |
| Country<br>25 USA                                                                                                                      | Country<br>28 USA                                                                                                                      |

|                                                                                                                                                                         |                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 4. FEI Number<br>59-2025568                                                                                                                                             | Applied For<br>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 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

R.J. Parello  
 2875 N.E. 191 Street  
 Suite 400  
 Aventura, FL 33180

10. Name and Address of New Registered Agent

|                                                       |                      |
|-------------------------------------------------------|----------------------|
| 81 Name                                               | Mario A. Romine      |
| 82 Street Address (P.O. Box Number is Not Acceptable) | 19501 Biscayne Blvd. |
| 83                                                    | Suite 400            |
| 84 City                                               | Aventura             |
| 85 Zip Code                                           | FL 33180             |

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 *Mario A. Romine* DATE **7-14-98**

12. OFFICERS AND DIRECTORS

|                |                     |                                            |
|----------------|---------------------|--------------------------------------------|
| TITLE          | T                   | <input checked="" type="checkbox"/> DELETE |
| NAME           | George Berlin       |                                            |
| STREET ADDRESS | 19735 Turnberry Way |                                            |
| CITY-ST-ZIP    | Aventura, FL        |                                            |
| TITLE          | PVS/D               | <input type="checkbox"/> DELETE            |
| NAME           | James Joseph Rumpza |                                            |
| STREET ADDRESS | 19735 Turnberry Way |                                            |
| CITY-ST-ZIP    | Aventura, FL        |                                            |
| TITLE          |                     | <input type="checkbox"/> DELETE            |
| NAME           |                     |                                            |
| STREET ADDRESS |                     |                                            |
| CITY-ST-ZIP    |                     |                                            |
| TITLE          |                     | <input type="checkbox"/> DELETE            |
| NAME           |                     |                                            |
| STREET ADDRESS |                     |                                            |
| CITY-ST-ZIP    |                     |                                            |
| TITLE          |                     | <input type="checkbox"/> DELETE            |
| NAME           |                     |                                            |
| STREET ADDRESS |                     |                                            |
| CITY-ST-ZIP    |                     |                                            |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                    |                                 |                                                                              |
|--------------------|---------------------------------|------------------------------------------------------------------------------|
| 11 TITLE           | President/Secretary/Treas.      | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 12 NAME            | George Perez                    |                                                                              |
| 13 STREET ADDRESS  | 19501 Biscayne Blvd., Suite 400 |                                                                              |
| 14 CITY-ST-ZIP     | Aventura, FL 33180              |                                                                              |
| 2.1 TITLE          | Vice President                  | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME           | James Joseph Rumpza             |                                                                              |
| 2.3 STREET ADDRESS | 19501 Biscayne Blvd., Suite 400 |                                                                              |
| 2.4 CITY-ST-ZIP    | Aventura, FL 33180              |                                                                              |
| 3.1 TITLE          | Vice President                  | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME           | Eugene Kessler                  |                                                                              |
| 3.3 STREET ADDRESS | 19501 Biscayne Blvd., Suite 400 |                                                                              |
| 3.4 CITY-ST-ZIP    | Aventura, FL 33180              |                                                                              |
| 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           | 500002624285                    |                                                                              |
| 5.3 STREET ADDRESS | -08/25/98--01017--046           |                                                                              |
| 5.4 CITY-ST-ZIP    | ***550.00                       |                                                                              |
| 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.

CR2E034 (10/97)

*PL 8-24*

*7/15/98 (205) 937-1300*