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NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 704209					
1. Corporation Name HILLSBORO-INLET APT., INC.					
Principal Place of Business HILLSBORO - INLET APT., INC. 2501 N. OCEAN BLVD. POMPANO BEACH FL 33062			Mailing Address 2900 E OAKLAND PK BLVD 1103 FT LAUDERDALE FL 33306 US		



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		06/21/1962	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-1119276	
24 Country		29 Country		30	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
DAVID E. BUCK				81 Name	
2900 E. OAKLAND PARK BLVD.				82 Street Address (P.O. Box Number is Not Acceptable)	
FT. LAUDERDALE FL 33306				83	
				84 City	
				FL 85 Zip Code	

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE DAVID E. BUCK REGISTERED AGENT 6/23/99 DATE

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD	1.1 TITLE	
NAME	KEARNS, LAWRENCE "BUD"	1.2 NAME	
STREET ADDRESS	2501 NORTH OCEAN BLVD, #4	1.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH, FL 00000	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	
NAME	MURPHY, DAN	2.2 NAME	
STREET ADDRESS	2501 N. OCEAN BLVD., #11	2.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH, FL 00000	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	DOWNEY, JEANNE	3.2 NAME	
STREET ADDRESS	2501 N. OCEAN BLVD., #9	3.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH, FL 00000	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	JOHN, JAMES	4.2 NAME	
STREET ADDRESS	2501 N OCEAN BLVD, #2	4.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH, FL 00000	4.4 CITY-ST-ZIP	
TITLE	TD	5.1 TITLE	
NAME	JEHLE, JOHN	5.2 NAME	
STREET ADDRESS	2501 NORTH OCEAN BLVD. #3	5.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH, FL 00000	5.4 CITY-ST-ZIP	
TITLE	PD	6.1 TITLE	
NAME	TERP, LUELLA	6.2 NAME	
STREET ADDRESS	2501 N OCEAN BLVD #16	6.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: DAVID E. BUCK SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date
 6/23/99

Daytime Phone #
 954) 561-3303

CR2E037 (11/98)