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Apr 16 1998 8:00am  
Secretary of State

<b>NONPROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 713981 (9)

1. Corporation Name  
TUSCANY OF PALM BEACH, INC.

Principal Place of Business % ASSOC. PROPERTY MANAGEMENT 400 S. DIXI HIGHWAY, #10 LAKE WORTH FL 33460	Mailing Address % ASSOC. PROPERTY MANAGEMENT 400 S. DIXI HIGHWAY, #10 LAKE WORTH FL 33460
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TUSCANY OF PALM BEACH INC 59-1265264

2. Principal Place of Business 21 3570 S. OCEAN BLVD Suite, Apt. #, etc. 22 MANAGEMENT OFFICE City & State 23 PALM BEACH, FL Zip 24 33480	2a. Mailing Address 25 3570 S. OCEAN BLVD Suite, Apt. #, etc. 26 OFFICE, ATT. M. WEBER City & State 27 PALM BEACH, FL Zip 28 33480
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3. Date Incorporated or Qualified 01/22/1968	4. FEI Number	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	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent  
~~ASSOCIATED PROPERTY MGMT. OF P.B. INC.~~  
~~400 S. DIXIE HWY SUITE 10~~  
~~LAKE WORTH FL 33460~~

10. Name and Address of New Registered Agent
81 Name Mary E. Weber
82 Street Address (P.O. Box Number is Not Acceptable) 3570 S. Ocean Blvd. - Office
83
84 City S. Palm Beach
85 Zip Code FL 33480

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 duties of, Sec. 617.0503, Florida Statutes.

SIGNATURE Mary E. Weber Mary E. Weber 2/19/98  
(NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD ISOLINI, RICHARD J. 3570 S OCEAN BLVD #800 S.P.B. FL
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD FINK, BABBETTE 3570 S OCEAN BLVD #303 S.P.B. FL
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD WEBER, MARY 3570 S OCEAN BLVD #900 S.P.B. FL
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD GELLER, JOSEPH 3570 S OCEAN BLVD #804 S.P.B. FL
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DT GOLDSMITH, Adrian 3570 S OCEAN BLVD #212 S.P.B. FL
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Gran, Inamar 3570 S. Ocean Blvd, #503 S. P. B., FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

D  
Fink, Stanley  
3570 S. Ocean Blvd, #500  
S. P. B., FL

D  
Kalen, Marshall  
3570 S. Ocean Blvd, #803  
SPB, FL

D  
Byrne, Samuel  
3570 S. Ocean Blvd, #400  
S. P. B., FL

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.

SIGNATURE: Mary E. Weber 2/19/98 561 586 746

CR2E037 (10/97)