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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 716531

1. Corporation Name
THREE THOUSAND SOUTH ASSOCIATION, INC.

Principal Place of Business 3000 S. OCEAN BLVD BOCA RATON FL 33432 US	Mailing Address 3000 S. OCEAN BLVD BOCA RATON FL 33432 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 05/09/1969
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-1308868
City & State 23	City & State 28	Applied For Not Applicable
Zip 24	Country 25	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

9. Name and Address of Current Registered Agent

SMITH, GILLESPIE & ALLISON, P.A.
1515 SOUTH FEDERAL HIGHWAY SUITE #300
BOCA RATON FL 33432

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	FRIED, JEFFREY	
STREET ADDRESS	3000 S OCEAN BLVD, #401	
CITY-ST-ZIP	BOCA RATON, FL 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FIELD, MARSHALL	
STREET ADDRESS	3000 S OCEAN BLVD #606	
CITY-ST-ZIP	BOCA RATON, FL 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BROD, KURT	
STREET ADDRESS	3000 S OCEAN BLVD, #1504	
CITY-ST-ZIP	BOCA RATON, FL 00000	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	SEEKAMP, CHRISTOPHER	
STREET ADDRESS	3000 S OCEAN BLVD #1202	
CITY-ST-ZIP	BOCA RATON, FL 00000	
TITLE	P	<input type="checkbox"/> DELETE
NAME	RUSSELLE, HARRY	
STREET ADDRESS	3000 S OCEAN BLVD, #705	
CITY-ST-ZIP	BOCA RATON, FL 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	NUDING, DONALD	
STREET ADDRESS	3000 S OCEAN BLVD, #301	
CITY-ST-ZIP	BOCA RATON, FL 00000	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	KURT BROD	
1.3 STREET ADDRESS	3000 S Ocean Blvd, #1504	
1.4 CITY-ST-ZIP	BOCA RATON, FL	
2.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	DAVID HAGGERTY	
2.3 STREET ADDRESS	3000 S OCEAN BLVD #501	
2.4 CITY-ST-ZIP	BOCA RATON, FL	
3.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	MARSHALL FIELD	
3.3 STREET ADDRESS	3000 S OCEAN BLVD #606	
3.4 CITY-ST-ZIP	BOCA RATON FL	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	HARRY DELANEY	
4.3 STREET ADDRESS	3000 S OCEAN BLVD #702	
4.4 CITY-ST-ZIP	BOCA RATON, FL	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	JOANNA MARINI	
5.3 STREET ADDRESS	3000 S OCEAN BLVD #703	
5.4 CITY-ST-ZIP	BOCA RATON FL	
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 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: **SIG HARRY RUSSELLE**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

H. Ruselle April 6/99
 Date Daytime Phone

CR2E037-(11/98)