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Apr 16, 1999 8:00 am
Secretary of State

04-16-1999 90046 048 ****61.25

NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 742380

1. Corporation Name
CAPRI J ASSOCIATION, INC.

Principal Place of Business PRIME MANAGEMENT GROUP, INC. 6300 PARK OF COMMERCE BLVD BOCA RATON FL 33487	Mailing Address PRIME MANAGEMENT GROUP, INC. 6300 PARK OF COMMERCE BLVD BOCA RATON FL 33487
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 04/13/1978
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-1858770
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 SWATT, MYRON 6300 PARK OF COMMERCE BLVD BOCA RATON FL 33487	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
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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 _____ 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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOFFMAN, MEYER	1.2 NAME	
STREET ADDRESS	447 CAPRI J	1.3 STREET ADDRESS	
CITY-ST-ZIP	DELRAY BEACH FL	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOLOMAN, MARTIN	2.2 NAME	
STREET ADDRESS	472 CAPRI J	2.3 STREET ADDRESS	
CITY-ST-ZIP	DELRAY BEACH FL	2.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FISCHER, SOL	3.2 NAME	
STREET ADDRESS	465 CAPRI J	3.3 STREET ADDRESS	
CITY-ST-ZIP	DELRAY BEACH FL	3.4 CITY-ST-ZIP	
TITLE	DD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARENSTEIN, SEYMOUR	4.2 NAME	
STREET ADDRESS	443 CAPRI J	4.3 STREET ADDRESS	
CITY-ST-ZIP	DELRAY BCH FL	4.4 CITY-ST-ZIP	
TITLE	DD <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ELISON, PHILIP	5.2 NAME	Philip Ellison
STREET ADDRESS	479 CAPRI J	5.3 STREET ADDRESS	479 Capri J
CITY-ST-ZIP	DELRAY BEACH FL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: [Signature] **SIGNATURE REQUIRED** Date: 2/10/99 Daytime Phone # _____

CR2E037 (11/98)