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May 19 1997 8:00am
Secretary of State

NONPROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 746643 (6)
1. Corporation Name
CAPRI F ASSOCIATION, INC.



Principal Place of Business Mailing Address
PRIME MANAGEMENT GROUP, INC.
~~1051 SOUTH ROGERS CIRCLE~~
BOCA RATON FL 33487
~~1051 SOUTH ROGERS CIRCLE~~
BOCA RATON FL 33487-2816

6300 Park of Commerce Blvd

3. Date Incorporated or Qualified 04/05/1979
3a. Date of Last Report 05/01/1996

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 Zip Country 29 Zip Country 30 Zip Country

4. FEI Number 59-1972477 Applied For Not Applicable
6. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
RAIBLE, RONALD
1051 SOUTH ROGERS CIRCLE
BOCA RATON FL 33487

10. Name and Address of New Registered Agent
81
82 SWATT, MYRON
83 6300 PK OF COMMERCE BLVD
84 BOCA RATON, FL 33487

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)

12. OFFICERS AND DIRECTORS
TITLE D DELETE
NAME KIPRAIS, JACK
STREET ADDRESS 288 CAPRI E
CITY-ST-ZIP DELRAY BEACH FL
TITLE D DELETE
NAME KLATSKY, MAC
STREET ADDRESS 281 CAPRI E
CITY-ST-ZIP DELRAY BCH FL
TITLE DS DELETE
NAME BIAL, NORMAN
STREET ADDRESS 247 CAPRI F
CITY-ST-ZIP DELRAY BEACH FL
TITLE T DELETE
NAME BARASH, MILTON
STREET ADDRESS CAPRI F 257
CITY-ST-ZIP DELRAY BEACH FL
TITLE V DELETE
NAME SINGER, IRVING
STREET ADDRESS 253 CAPRI E
CITY-ST-ZIP DELRAY BEACH FL
TITLE S DELETE
NAME MASCOOP, PEARL
STREET ADDRESS 271 CAPRI E
CITY-ST-ZIP DELRAY BCH. FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME DD, Weinstein, Dan
1.3 STREET ADDRESS 276 CAPRI F
1.4 CITY-ST-ZIP Delray Beach, Fla
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME PB Bial, Norman
3.3 STREET ADDRESS 247 capri F
3.4 CITY-ST-ZIP Delray Beach, Fla
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME VD Weinstein, Dan
5.3 STREET ADDRESS 276 CAPRI F
5.4 CITY-ST-ZIP Delray Beach, Fla
6.1 TITLE Change Addition
6.2 NAME SD Koch, Iris
6.3 STREET ADDRESS 284 CAPRI F
6.4 CITY-ST-ZIP Delray Beach, Fla

14. I do 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: _____ DATE: 3/12/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: _____
Daytime Phone # 499-8508

CR2E037 (9/96)