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Aug 26 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morthat Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **769433** (4)
1. Corporation Name
HOMES FOR SOUTH FLORIDA, INC.

Principal Place of Business 1390 BRICKELL AVENUE, SUITE 270 MIAMI FL 33131	Mailing Address 1390 BRICKELL AVENUE, SUITE 270 MIAMI FL 33131
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2. Principal Place of Business 21 1399 S.W. 1ST AVENUE Suite, Apt. #, etc. 22 City & State 23 MIAMI, FLORIDA Zip Country 24 33130 25 USA	2a. Mailing Address 26 1399 S.W. 1ST AVENUE Suite, Apt. #, etc. 27 City & State 28 MIAMI, FLORIDA Zip Country 29 33130 30 USA
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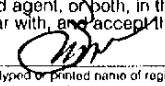
3. Date Incorporated or Qualified 07/18/1983	4. FEI Number 59-2307683	Applied For <input type="checkbox"/> Not Applicable
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5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust 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
**FRANCIS, KARL A
1390 BRICKELL AVENUE, SUITE 270
MIAMI FL 33131**

10. Name and Address of New Registered Agent 81 Name ROBERT SUCHER 82 Street Address (P.O. Box Number is Not Acceptable) C/O MELLON UNITED NATIONAL BANK 1399 S.W. 1ST AVENUE 83 84 City MIAMI FL 85 Zip Code 33130

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  **ROBERT J. SUCHER** DATE **7/22/98**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	ED FRANCIS, KARL A 1390 BRICKELL AVENUE, SUITE 270 MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	C HENRIQUES, ADOLFO C/O 80 S.W. 8TH STREET, 22ND FLOOR MIAMI FL 33131 <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D SUCHER, ROBERT 1399 SE 1ST AVE 2ND FLOOR MIAMI FL <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D CANDELA, HILARIO 800 DOUGLAS ENTRANCE, 2ND FLOOR CORAL GABLES FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D FINE, MARTIN 701 BRICKELL AVE STE 3000 MIAMI FL <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CD WHITE, JOHN 200 E BROWARD BLVD 10TH FL FT LAUDERDALE FL <input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	JACK HEATH DIRECTOR SUN TRUST BANK P O BOX 522133 MIAMI FL 33152 <input type="checkbox"/> Change <input checked="" 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

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:  DATE **4/1/98** **305 808-2200**

CR2E037 (10/97)