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Apr 23 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 847697 (0)
1. Corporation Name
TRANSCONTINENTAL REALTY OF ARIZONA, INC.

Principal Place of Business Mailing Address
C/O SHAPIRO & WEIL C/O SHAPIRO & WEIL
1666 79TH STREET CAUSEWAY SUITE 608 1666 79TH STREET CAUSEWAY SUITE 608
MIAMI BEACH FL 33141 MIAMI BEACH FL 33147-5346



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/15/1980		3a. Date of Last Report 06/13/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 86-0394923		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

WEIL, MURRAY B JR
1666 KENNEDY CAUSEWAY
SUITE 608
MIAMI BEACH FL 33141

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEINTRAUB, SAMUEL	1.2 NAME	
STREET ADDRESS	7760 W 20TH AVE SUITE 1	1.3 STREET ADDRESS	
CITY-ST-ZIP	HALEAH FL 33016	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, JAMES	2.2 NAME	
STREET ADDRESS	8519 E PLAZA AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	SCOTTSDALE AZ	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEINTRAUB, SAM	3.2 NAME	
STREET ADDRESS	7760 W 20TH AVE SUITE 1	3.3 STREET ADDRESS	
CITY-ST-ZIP	HALEAH FL 33141	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEIL, MURRAY B JR	4.2 NAME	
STREET ADDRESS	1666 79TH STREET CAUSEWAY SUITE 608	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33141	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FULLER, JOHN	5.2 NAME	
STREET ADDRESS	1666 79TH ST CAUSEWAY SUITE 608	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33141	5.4 CITY-ST-ZIP	
TITLE		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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Sam Weintraub

4/17/97

4/27/97

(305) 5577777

CR2E034 (9/96)