

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F07550** (9)
1. Corporation Name
FAIRHOLME U.S., INC.



Principal Place of Business C/O RICHARD D STONER 200 EAST ROBINSON ST. STE 500 ORLANDO FL 32801	Mailing Address C/O RICHARD D STONER 200 EAST ROBINSON ST. STE 500 ORLANDO FL 32801
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/02/1980	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-2342176		Applied For Not Applicable	
22 City & State	27 City & State	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	
23 Zip	28 Zip	Country		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	
24	25	29	30		

9. Name and Address of Current Registered Agent FLORIDA CORPORATE SUPPORT INC. 200 EAST ROBINSON STREET SUITE 500 ORLANDO FL 32801		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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SPD POTEL, S S <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POTEL, S S	1.2 NAME	
STREET ADDRESS	FAIRHOLME HOUSE, 296 LATIMER RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	KENSINGTON LO	1.4 CITY-ST-ZIP	
TITLE	VD POTEL, GILLIAN <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POTEL, GILLIAN	2.2 NAME	
STREET ADDRESS	FAIRHOLME HOUSE, 296 LATIMER RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	KENSINGTON LO	2.4 CITY-ST-ZIP	
TITLE	D HENDRY, ROBERT R <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENDRY, ROBERT R	3.2 NAME	
STREET ADDRESS	200 E ROBINSON ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO, FL 00000	3.4 CITY-ST-ZIP	
TITLE	D STONER, RICHARD D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STONER, RICHARD D	4.2 NAME	
STREET ADDRESS	200 E ROBINSON ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO, FL 00000	4.4 CITY-ST-ZIP	
TITLE	D BACHMAN, BRUCE <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BACHMAN, BRUCE	5.2 NAME	
STREET ADDRESS	200 E ROBINSON ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)