

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

APPROVED
AND
FILED

98 NOV -9 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0125391

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000000905 (8)
 1. Corporation Name
RESORTHILL, INC.

Principal Place of Business C/O GARY CHENSOFF 3600 THREE FIRST NATIONAL PLAZA CHICAGO IL 60602	Mailing Address C/O GARY CHENSOFF 3600 THREE FIRST NATIONAL PLAZA CHICAGO IL 60602
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 02/23/1995	4. FEI Number 36-4005260 Applied For <input type="checkbox"/> Not Applicable	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	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
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9. Name and Address of Current Registered Agent
 C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	American Information Services, Inc.
82 Street Address (P.O. Box Number is Not Acceptable)	c/o Akeman, Senterfitt & Eidson, P.A.
83	One S.E. Third Avenue, 28th Floor
84 City	Miami
85 Zip Code	FL 33131

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: Jahan Islami, Jahan Islami, Vice President DATE: 9/25/98

12. OFFICERS AND DIRECTORS

TITLE	PSDF	<input type="checkbox"/> DELETE
NAME	CHENSOFF, GARY	
STREET ADDRESS	3600 THREE FIRST NATIONAL PLAZA	
CITY-ST-ZIP	CHICAGO IL 60602	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	William M. Pierce	
1.3 STREET ADDRESS	1765 West Eagle Trace Blvd.	
1.4 CITY-ST-ZIP	Coral Springs, FL 33071	
2.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Richard L. Handley	
2.3 STREET ADDRESS	617 Isle of Palms	
2.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33301	
3.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Steven M. Dauria	
3.3 STREET ADDRESS	6215 N.W. 30th Terrace	
3.4 CITY-ST-ZIP	Parkland, FL 33067	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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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: [Signature] **SIGNATURE REQUIRED**

CR2E034 (5/98)

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AKERMAN, SENTERFITT & EIDSON, P.A.
ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER
26TH FLOOR
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1714
(305) 374-5600
FACSIMILE (305) 374-5095

October 20, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 33214

Re: 1998 Annual Report for ResortHill, Inc. (the "Corporation")

Dear Sir or Madam:

On behalf of the Corporation, enclosed is a fully executed original of the referenced for filing with your office, along with the filing fee of \$150.00 made payable to the Florida Department of State. Please note that the Corporation never received the initial notice and preprinted annual report form from your department and, thus, requests that the \$400 late fee referenced in your second notice be waived. Please confirm with the undersigned that the enclosed has been accepted by your office as a valid filing.

Sincerely,

AKERMAN, SENTERFITT & EIDSON, P.A.


Jahan S. Islami

JSI/
Enclosure(s)

MIA-299327-1