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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT CORPORATION ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morton Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F95000000987 (6)			
1. Corporation Name LEISURE FACILITIES, INC., V			
Principal Place of Business 2650 NORTH MILITARY TRAIL SUITE 350 BOCA RATON FL 33431		Mailing Address 2650 NORTH MILITARY TRAIL SUITE 350 BOCA RATON FL 33431	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
9. Name and Address of Current Registered Agent NATIONAL CORPORATE RESEARCH LTD., INC. 1706 HAYS STREET, STE #2 TALLAHASSEE FL 32301			
10. Name and Address of New Registered Agent			
81 Name			
82 Street Address (P.O. Box Number is Not Acceptable)			
83			
84 City			
85 Zip Code			
11. Pursuant to the provisions of Sections 607.0502 and 607.1505, 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 provisions of, Section 607.0505, Florida Statutes.			
SIGNATURE <i>[Signature]</i> DATE <i>5/1/96</i>			
12. OFFICERS AND DIRECTORS			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1. TITLE		1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
2. TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
3. TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
4. TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
5. TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
6. TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/1/96 201-947-7322
Daytime Phone #

CR2E034 (12/95)