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Feb 27 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 # F96000001952 (8)

1. Corporation Name
INTEGRATED LIVING COMMUNITIES OF WEST PALM BEACH, INC.



Principal Place of Business: 10065 RED RUN BLVD OWINGS MILLS MD 21117
Mailing Address: 10065 RED RUN BLVD OWINGS MILLS MD 21117-4827

3. Date Incorporated or Qualified 04/19/1996	3a. Date of Last Report
4. FEI Number 52-1968576	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 2939 S. Haverhill Rd. Suite, Apt. #, etc.	26. 24850 Old 41 Road Suite, Apt. #, etc.
22. City & State	27. Suite 10 City & State
23. West Palm Beach, FL Zip Country	28. Bonita Springs, FL Zip Country
24. 33415 USA	29. 34135 USA

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
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 607.1508, 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

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	CIRKA, LAWRENCE P	
STREET ADDRESS	10065 RED RUN BLVD	
CITY-ST-ZIP	OWINGS MILLS MD 21117	
TITLE	VASD	<input checked="" type="checkbox"/> DELETE
NAME	LEVIN, MARC B	
STREET ADDRESS	10065 RED RUN BLVD	
CITY-ST-ZIP	OWINGS MILLS MD 21117	
TITLE	VSD	<input checked="" type="checkbox"/> DELETE
NAME	ELKINS, MARSHALL A	
STREET ADDRESS	10065 RED RUN BLVD	
CITY-ST-ZIP	OWINGS MILLS MD 21117	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	CHICHESTER, DAVID N	
STREET ADDRESS	10065 RED RUN BLVD	
CITY-ST-ZIP	OWINGS MILLS MD 21117	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	CAHILL, DENNIS A	
STREET ADDRESS	10065 RED RUN BLVD	
CITY-ST-ZIP	OWINGS MILLS MD 21117	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	DAVIDSON, BRIAN K	
STREET ADDRESS	10065 RED RUN BLVD	
CITY-ST-ZIP	OWINGS MILLS MD 21117	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Lisa Merritt	
1.3 STREET ADDRESS	469 Carica Road	
1.4 CITY-ST-ZIP	Naples, FL 34108	
2.1 TITLE	COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Kayda A. Johnson	
2.3 STREET ADDRESS	7460 Avenida DePalais	
2.4 CITY-ST-ZIP	Carlsbad, CA 92009	
3.1 TITLE	CFO T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	John B. Poole	
3.3 STREET ADDRESS	12190 Wellesely Court	
3.4 CITY-ST-ZIP	Fort Myers, FL 33913	
4.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Geralyn Kidera	
4.3 STREET ADDRESS	12733 Devonshire Lake Circle	
4.4 CITY-ST-ZIP	Fort Myers, FL 33913	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	SEE ATTACHED SHEET	
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		

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 as an attachment with an address.

SIGNATURE: John B. Poole 2/14/97 (941) 947-7200
DATE: _____ DAYTIME PHONE: _____

CR2E034 (9/96)

1997 PROFIT CORPORATION ANNUAL REPORT

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INTEGRATED LIVING COMMUNITIES OF WEST PALM BEACH, INC.

No. 13 Additions/Changes to Officers and Directors in 12

D

**Elkins, Robert
8231 Bay Colony Drive #2101
Naples, FL 34108**

DP

**Komp, Edward J
25161 Ridge Oak Drive
Bonita Springs, FL 34134**

CEO

**Komp, Edward J
25161 Ridge Oak Drive
Bonita Springs, FL 34134**

D

**Cirka, Lawrence P
4400 Riverwatch Drive #M201
Bonita Springs, FL 33923**

D

**Bared, Luis
24850 Old 41 Rd #10
Bonita Springs, FL 34135**

D

**Laverty, Charles
2230 North Euclid Avenue
Upland, CA 91784**