

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

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Jun 05 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 # F96000001952 (8)
 1. Corporation Name
Integrated Living Communities of West Palm Beach, Inc

Principal Place of Business <i>2939 South Haverhill Road West Palm Beach, FL 33415</i>	Mailing Address <i>5327 N. Sheridan Rd., Ste 100 Chicago, IL 60640</i>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26 <i>5327 N. Sheridan Rd.</i>	3. Date Incorporated or Qualified <i>4/19/96</i>	4. FEI Number <i>52-1968576</i>	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 <i>100</i>	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28 <i>Chicago, IL</i>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29 <i>60640</i>	Country 30 <i>USA</i>	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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)	<i>400002550914</i>
83	<i>-06/08/98--01049--011</i>
84 City	<i>***558.75</i>
85 Zip Code	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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	<i>D</i>	<input checked="" type="checkbox"/> DELETE
NAME	<i>Lisa Merritt</i>	
STREET ADDRESS	<i>469 Caricu Road</i>	
CITY - ST - ZIP	<i>Maples, FL 34108</i>	
TITLE	<i>COO</i>	<input checked="" type="checkbox"/> DELETE
NAME	<i>Kayda A. Johnson</i>	
STREET ADDRESS	<i>7460 Avenida De Palais</i>	
CITY - ST - ZIP	<i>Carlsbad, CA 92009</i>	
TITLE	<i>CFO T</i>	<input checked="" type="checkbox"/> DELETE
NAME	<i>John B. Poole</i>	
STREET ADDRESS	<i>12190 Wellesely Court</i>	
CITY - ST - ZIP	<i>Fort Myers, FL 33913</i>	
TITLE	<i>S</i>	<input checked="" type="checkbox"/> DELETE
NAME	<i>Geralyn Kiddera</i>	
STREET ADDRESS	<i>12733 Devonshire Lake Circle</i>	
CITY - ST - ZIP	<i>Fort Myers, FL</i>	
TITLE		<input type="checkbox"/> DELETE
NAME	<i>See Attached Sheet</i>	
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	<i>P/S/T</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<i>Daniel N. Meidich</i>	
1.3 STREET ADDRESS	<i>85 Broad Street</i>	
1.4 CITY - ST - ZIP	<i>New York, NY 10004</i>	
2.1 TITLE	<i>V/S/T</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<i>Michael K. Klingber</i>	
2.3 STREET ADDRESS	<i>85 Broad Street</i>	
2.4 CITY - ST - ZIP	<i>New York, NY 10004</i>	
3.1 TITLE	<i>V/S/GC</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	<i>Stephen Levy</i>	
3.3 STREET ADDRESS	<i>5327 North Sheridan Road, Suite 100</i>	
3.4 CITY - ST - ZIP	<i>Chicago, IL 60640</i>	
4.1 TITLE	<i>V/S/T</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<i>Elizabeth A. O'Brien</i>	
4.3 STREET ADDRESS	<i>85 Broad Street</i>	
4.4 CITY - ST - ZIP	<i>New York, NY 10004</i>	
5.1 TITLE	<i>D/V</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<i>Stuart M. Rothenberg</i>	
5.3 STREET ADDRESS	<i>85 Broad Street</i>	
5.4 CITY - ST - ZIP	<i>New York, NY 10004</i>	
6.1 TITLE	<i>V/S</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<i>William B. Kaplan</i>	
6.3 STREET ADDRESS	<i>5327 North Sheridan Road, Suite 100</i>	
6.4 CITY - ST - ZIP	<i>Chicago, IL 60640</i>	

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: *Stuart M. Rothenberg* **VICE PRESIDENT** *5/26/98* (773) 878-6333

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1998 PROFIT CORPORATION ANNUAL REPORT

DOCUMENT NO. F96000001952 (8)

INTEGRATED LIVING COMMUNITIES OF WEST PALM BEACH, INC.

No. 12 Officers and Directors

D Deleted
Elkins, Robert
24850 Old 41 Rd #10
Bonita Springs, FL 34135

DP Deleted
Komp, Edward J
24850 Old 41 Rd #10
Bonita Springs, FL 34135

CEO Deleted
Komp, Edward J
24850 Old 41 Rd #10
Bonita Springs, FL 34135

D Deleted
Cirka, Lawrence P
24850 Old 41 Rd #10
Bonita Springs, FL 34135

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

D Deleted
Lavery, Charles
24850 Old 41 Rd #10
Bonita Springs, FL 34135