

# 2004 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Apr 08, 2004 8:00 am**  
**Secretary of State**

04-08-2004 90025 024 \*\*\*150.00

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| <b>DOCUMENT # F99000003317</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                        |                                                                                                                                    |                                                                                                                                            |                                                                                     |                                                                              |
| <b>1. Entity Name</b><br>LNR LAND PARTNERS SUB II, INC.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                        |                                                                                                                                    |                                                                                                                                            |                                                                                     |                                                                              |
| <b>Principal Place of Business</b><br>1601 WASHINGTON AVENUE, 8TH FLOOR<br>MIAMI BEACH, FL 33139                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                        |                                                                                                                                    | <b>Mailing Address</b><br>1601 WASHINGTON AVENUE, 8TH FLOOR<br>MIAMI BEACH, FL 33139                                                       |                                                                                     |                                                                              |
| <b>2. Principal Place of Business</b><br>1601 Washington Avenue<br>Suite, Apt. #, etc.<br>Suite 800<br>City & State<br>Miami Beach, FL<br>Zip<br>33139                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                        | <b>3. Mailing Address</b><br>1601 Washington Avenue<br>Suite, Apt. #, etc.<br>8<br>City & State<br>Miami Beach, FL<br>Zip<br>33139 |                                                                                                                                            |                                                                                     |                                                                              |
| Country<br>USA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                        | Country<br>USA                                                                                                                     |                                                                                                                                            | 03232004    Chg-P    CR2E034 (10/03)                                                |                                                                              |
| <b>4. FEI Number</b><br>91-1983925                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                        |                                                                                                                                    |                                                                                                                                            | Applied For<br><input type="checkbox"/> Not Applicable                              |                                                                              |
| <b>5. Certificate of Status Desired</b> <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                        |                                                                                                                                    |                                                                                                                                            | <b>\$8.75 Additional Fee Required</b>                                               |                                                                              |
| <b>6. Name and Address of Current Registered Agent</b><br>RUBIN, SHELLY<br>1601 WASHINGTON AVENUE, 8TH FLOOR<br>MIAMI BEACH, FL 33139                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                        |                                                                                                                                    | <b>7. Name and Address of New Registered Agent</b><br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City<br>FL    Zip Code |                                                                                     |                                                                              |
| <b>8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.</b>                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                        |                                                                                                                                    |                                                                                                                                            |                                                                                     |                                                                              |
| SIGNATURE _____<br><small>Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reissuing) DATE</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                        |                                                                                                                                    |                                                                                                                                            |                                                                                     |                                                                              |
| <b>FILE NOW!!! FEE IS \$150.00</b><br><b>After May 1, 2004 Fee will be \$550.00</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                        | <b>9. Election Campaign Financing</b><br>Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>      |                                                                                                                                            |                                                                                     |                                                                              |
| <b>10. OFFICERS AND DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                        |                                                                                                                                    | <b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>                                                                               |                                                                                     |                                                                              |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | D<br>MILLER, LEONARD<br>700 N.W. 107TH AVENUE<br>MIAMI, FL 33172                       | <input checked="" type="checkbox"/> Delete                                                                                         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                             | AC<br>Cook, Paula J.<br>1601 Washington Ave. Suite 800<br>Miami Beach, FL 33139     | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | DC<br>MILLER, STUART A<br>700 NW 107TH AVENUE SUITE 400<br>MIAMI, FL 33172             | <input type="checkbox"/> Delete                                                                                                    | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                             |                                                                                     | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | V<br>RUBIN, SHELLY<br>1601 WASHINGTON AVENUE SUITE 800<br>MIAMI BEACH, FL 33139        | <input type="checkbox"/> Delete                                                                                                    | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                             |                                                                                     | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | PD<br>KRASNOFF, JEFFREY P<br>1601 WASHINGTON AVENUE SUITE 800<br>MIAMI BEACH, FL 33139 | <input type="checkbox"/> Delete                                                                                                    | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                             |                                                                                     | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | AC<br>LIEBERMAN, ARTHUR J<br>1601 WASHINGTON AVENUE SUITE 800<br>MIAMI BEACH, FL 33139 | <input type="checkbox"/> Delete                                                                                                    | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                             |                                                                                     | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | T<br>JORDAN, MARGARET<br>1601 WASHINGTON AVENUE SUITE 800<br>MIAMI BEACH, FL 33139     | <input checked="" type="checkbox"/> Delete                                                                                         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                             | T<br>Sherman, Michael J.<br>1601 Washington Ave. Suite 800<br>Miami Beach, FL 33139 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| <b>12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered</b> |                                                                                        |                                                                                                                                    |                                                                                                                                            |                                                                                     |                                                                              |
| <b>SIGNATURE:</b> <u>Paula J. Cook</u> Paula J. Cook    4/2/04    (305) 695-5500<br><small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR    Date    Daytime Phone #</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                        |                                                                                                                                    |                                                                                                                                            |                                                                                     |                                                                              |

*Attachment*  
**LNR Land Partners Sub II, Inc.** # *F99000003317*  
**Directors as of Wednesday, March 31, 2004**

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*Name*

*Business Address*

*Dates*

**Jeffrey P. Krasnoff**

President / CEO  
LNR Property Corporation  
1601 Washington Avenue  
Suite 800  
Miami Beach, Florida  
33139 USA

Director

**Stuart A. Miller**

Director  
Lennar Corporation  
700 NW 107th Avenue  
Miami, Florida  
33172 USA

Director

**Steven J. Saiontz**

Chairman  
Union Bank of Florida  
848 Brickell Avenue  
Suite 100  
Miami, Florida  
33131 USA

[A] indicates an Associate Director

*Attachment*  
LNR Land Partners Sub II, Inc. # *F99000003317*  
Officers as of Wednesday, March 31, 2004

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| <i>Name</i>        | <i>Title</i>             | <i>Business Address</i>                                                  |
|--------------------|--------------------------|--------------------------------------------------------------------------|
| Shelly Rubin       | Vice President - Finance | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Michael J. Sherman | Treasurer                | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Steven N. Bjerke   | Controller               | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Steven N. Bjerke   | Assistant Secretary      | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Mark T. Briggs     | Vice President           | 101 Marietta Street<br>Suite 3600<br>Atlanta, Georgia<br>30303 USA       |
| Paula J. Cook      | Assistant Controller     | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Zena M. Dickstein  | Secretary                | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Zena M. Dickstein  | Vice President           | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Zena M. Dickstein  | Vice President           | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Daniel C. Grable   | Vice President           | 4350 Von Karman Avenue<br>Newport Beach, California<br>92660 USA         |

*Attachment*  
LNR Land Partners Sub II, Inc. # F9900000 3317  
Officers as of Wednesday, March 31, 2004

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| <i>Name</i>           | <i>Title</i>            | <i>Business Address</i>                                                  |
|-----------------------|-------------------------|--------------------------------------------------------------------------|
| Jeffrey P. Krasnoff   | President               | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Jeffrey P. Krasnoff   | Chief Executive Officer | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Arthur Lieberman      | Assistant Controller    | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| Christopher J. Martin | Assistant Secretary     | 4350 Von Karman Avenue<br>Newport Beach, California<br>92660 USA         |
| Stuart A. Miller      | Chairman of the Board   | 700 NW 107th Avenue<br>Miami, Florida<br>33172 USA                       |
| Tammy L. Roberts      | Assistant Secretary     | 101 Marietta Street<br>Suite 3600<br>Atlanta, Georgia<br>30303 USA       |
| Ronald E. Schrager    | Vice President          | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |
| David O. Team         | Vice President          | 4350 Von Karman Avenue<br>Newport Beach, California<br>92660 USA         |
| Ronald E. Schrager    | Chief Operating Officer | 1601 Washington Avenue<br>Suite 800<br>Miami Beach, Florida<br>33139 USA |