

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

FILED
May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # G01296 (4)
 1. Corporation Name
RAINBERRY DEVELOPERS THREE, INC.



Principal Place of Business 1900 GLADES ROAD SUITE 400 BOCA RATON FL 33431 US	Mailing Address 1900 GLADES ROAD SUITE 400 BOCA RATON FL 33431-7333 US
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3. Date Incorporated or Qualified 09/24/1982	3a. Date of Last Report 10/18/1996
4. FEI Number 59-2221287	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent
**KORNFELD, GARY L.
 1400 CENTREPARK BOULEVARD, SUITE 1000
 WEST PALM BEACH FL 33401**

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	TD	<input type="checkbox"/> DELETE
NAME	KATZ, STANLEY M	
STREET ADDRESS	1900 GLADES ROAD, SUITE 400	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	SIEMENS, RICHARD	
STREET ADDRESS	4800 N. FEDERAL HIGHWAY, SUITE 202E	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	FLACK, ROY	
STREET ADDRESS	4050 N. OCEAN DRIVE, APT. 103	
CITY-ST-ZIP	SINGER ISLAND FL	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	KATZ, STANLEY M	
STREET ADDRESS	1900 GLADES ROADS, SUITE 400	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SIEMENS, RICHARD	
STREET ADDRESS	4800 N. FEDERAL HIGHWAY SUITE 202E	
CITY-ST-ZIP	BOCA RATON FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	2025 LAPORTE DRIVE
3.4 CITY-ST-ZIP	PALM BEACH GARDENS, FL 33410
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	

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 on an attachment with an address.

SIGNATURE _____

CR2E034 (9/96)