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**Jan 30 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 # G16483 (1)

1. Corporation Name
CHODOROW VENTURES, INC.



Principal Place of Business
**% CY PROPERTIES, INC.
4651 SHERIDAN STREET, STE. 305
HOLLYWOOD FL 33021**

Mailing Address
**% CY PROPERTIES, INC.
4651 SHERIDAN STREET, STE. 305
HOLLYWOOD FL 33021-3445**

3. Date Incorporated or Qualified
12/14/1982

3a. Date of Last Report
05/01/1996

21. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-2241813	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Zip	29. Zip	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent CY PROPERTIES, INC. SUITE 305 4651 SHERIDAN STREET HOLLYWOOD FL 33021		10. Name and Address of New Registered Agent	
81. Name			
82. Street Address (P.O. Box Number is Not Acceptable)			
83.			
84. City	FL	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 _____ DATE _____
Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHODOROW, JEFFREY R.	1.2 NAME	
STREET ADDRESS	19355 TURNBERRY WAY	1.3 STREET ADDRESS	
CITY - ST - ZIP	N. MIAMI BEACH FL	1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: _____ **Jeffrey Chodorow** 1-23-97 (215) 665-8900
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CRE034 (9/96)