

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

FILED
Mar 24 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 # J28643 (1)
1. Corporation Name
BLUFFS REAL ESTATE, INC.

Principal Place of Business	Mailing Address
DAVID G. WEILER 4050 US HWY 1, STE 320 JUPITER FL 33477	DAVID G. WEILER 4050 US HWY 1, STE 320 JUPITER FL 33477



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/14/1986 7/10/97	
21		26		4. FEI Number 59-2706618	Applied For 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		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
25. Country		30. Country			

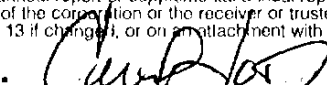
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
WEILER, DAVID G. 2501 MARINA ISLE WAY, #406 JUPITER FL 33477				81 Name LOOMIS, CAROL A			
				82 Street Address (P.O. Box Number is Not Acceptable) 4050 US #1			
				83 Suite 320			
				84 City Jupiter			
				85 Zip Code FL 33477			

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  Carol A. Loomis, President DATE 3/10/98
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
<input checked="" type="checkbox"/> DELETE				<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE	DP			11 TITLE			
NAME	WEILER, DAVID G.			12 NAME	LOOMIS, CAROL A		
STREET ADDRESS	2501 MARINA ISLE WAY 406			13 STREET ADDRESS	4050 US #1, Suite 320		
CITY-ST-ZIP	JUPITER, FL 33477			14 CITY-ST-ZIP	JUPITER, FL 33477		
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE				21 TITLE			
NAME				22 NAME			
STREET ADDRESS				23 STREET ADDRESS			
CITY-ST-ZIP				24 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE				31 TITLE			
NAME				32 NAME			
STREET ADDRESS				33 STREET ADDRESS			
CITY-ST-ZIP				34 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE				41 TITLE			
NAME				42 NAME			
STREET ADDRESS				43 STREET ADDRESS			
CITY-ST-ZIP				44 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE				51 TITLE			
NAME				52 NAME			
STREET ADDRESS				53 STREET ADDRESS			
CITY-ST-ZIP				54 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE				61 TITLE			
NAME				62 NAME			
STREET ADDRESS				63 STREET ADDRESS			
CITY-ST-ZIP				64 CITY-ST-ZIP			

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  Carol A. Loomis, President DATE 3/10/98

CR2E034 (10/97)