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PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # J39113

(2)

1. Corporation Name

BRIARWOOD REALTY CORP.

JAN 26 1998



DO NOT WRITE IN THIS SPACE

Principal Place of Business 6431 COW PEN ROAD MIAMI LAKES FL 33014-6601		Mailing Address C/O INSIGNIA MGMT. GROUP, L.P. 2300 GLADES RD. STE. 430 WEST BOCA RATON FL 33431	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	
g. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
SHINDELL, JAMES W KELLEY DRYE & WARREN LLP 201 S. BISCAYNE BLVD., STE 2400 MIAMI FL 33131		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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	
NAME	MELTZER, ODED	1.2 NAME	
STREET ADDRESS	6431 COW PEN ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI LAKES FL 33014	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	COMART, MARTIN	2.2 NAME	
STREET ADDRESS	6431 COW PEN ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI LAKES FL 33014	2.4 CITY-ST-ZIP	
TITLE	PD	3.1 TITLE	
NAME	HATFIELD, JOHN	3.2 NAME	
STREET ADDRESS	285 PEACHTREE CENTER AVE. STE. 2300	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30303	3.4 CITY-ST-ZIP	
TITLE	VPD	4.1 TITLE	
NAME	MEYLOR, EDWARD J	4.2 NAME	
STREET ADDRESS	200 VESEY 12TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	4.4 CITY-ST-ZIP	
TITLE	VPD	5.1 TITLE	
NAME	KELLY, JEFFREY	5.2 NAME	
STREET ADDRESS	2300 GLADES ROAD SUITE 430 WEST	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33431	5.4 CITY-ST-ZIP	
TITLE	SD	6.1 TITLE	
NAME	WILLIS, JOY	6.2 NAME	
STREET ADDRESS	285 PEACHTREE CENTER AVE. STE. 2300	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30303	6.4 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

John L. Hatfield

Pres 4/23/98 404-420-5600

CR2E034 (10/97)

ADDENDUM TO 1998 CORPORATION ANNUAL REPORT

BRIARWOOD REALTY CORP.

Officers and Directors

T/D
KISTEL, DANIEL
2300 Glades Road, Suite 430 West
Boca Raton, FL 33431