


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

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # **J83710** (0)
1. Corporation Name
ARVIDA MANAGERS, INC.



Principal Place of Business 900 NORTH MICHIGAN AVENUE CHICAGO IL 60611	Mailing Address 900 NORTH MICHIGAN AVENUE CHICAGO IL 60611
--	--

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 07/22/1987	4. FEI Number 65-0011781	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		\$8.75 Additional Fee Required \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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 FL	
--	--	--	--	---	--

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's signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S NIELSEN, PAUL C. 900 N. MICHIGAN AVE. CHICAGO IL	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	P MOTTA, JAMES D. 7900 GLADES RD BOCA RATON FL	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V BLUHM, NEIL G. 900 N. MICHIGAN AVE. CHICAGO IL	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D NICKELE, GARY 900 N. MICHIGAN AVE. CHICAGO IL	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V LOVELETTE, STEPHEN A. 900 N. MICHIGAN AVE. CHICAGO IL	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Karen M. O'Mahoney* Karen M. O'Mahoney 4/8/98 (312)915-1969
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0504005

CR2E034 (10/97)

OFFICERS AND DIRECTORS

Arvida Managers, Inc.

1

Name and Office	Business Address	Home Address
Aimers, Daniel A. Vice President	1371 Cullasaja Dr., Highlands, NC 28741	302 River Glen Drive, Roswell, GA
Ambach, Mark S. Vice President	3995 Hunt Club Road, Jacksonville, FL 32224	184 Lamp Lighter Lane, Ponte Vedra Beach, FL 32082
Andrews, Patricia Assistant Secretary	7900 Glades Road, Boca Raton, FL 33434	8298 Shadow Wood Blvd., Coral Springs, FL 33071
Barber, H. Rigel Vice President	900 N. Michigan Avenue, Chicago, IL 60611	321 W. Menomonee, Chicago, IL 60614
Baric, John Assistant Secretary Vice President	7900 Glades Road, Boca Raton, FL 33434	5230 N.E. 33rd Avenue, Ft. Lauderdale, FL 33308
Bluhm, Neil G. Vice President	900 N. Michigan Avenue, Chicago, IL 60611	900 N. Michigan Avenue, Chicago, IL 60611-1575
Frame, David L. Assistant Secretary Vice President	9040 Roswell Rd. Suite 550, Atlanta, GA	423 Barington Oak Circle, Roswell, GA 30075
Garcia, Vivian V. Assistant Treasurer	7900 Glades Road, Boca Raton, FL 33434	399 N.W. 35th Lane, Boca Raton, FL 33431
Gluskin, Jeffrey Vice President	900 N. Michigan Avenue, Chicago, IL 60611	1308 Hidden Lake Drive, Buffalo Grove, IL 60089
Grab, John R. Vice President	7900 Glades Road, Boca Raton, FL 33434	1004 Trailmore Lane, Ft. Lauderdale, FL 33328
Hattler, Judith Assistant Secretary	7900 Glades Road, Boca Raton, FL 33434	2506 Southwest 10th Street, Boynton Beach, FL 33426
Hill, M. Edward Vice President	1275 Lake Heathrow Lane, Heathrow, FL 32748	489 Winding Creek Place, Longwood, FL 32779
Kogen, Howard Vice President	900 N. Michigan Avenue, Chicago, IL 60611	1200 Lindenwood Drive, Winnetka, IL 60093
Larsen, Richard L. Vice President	1205 Arvida Parkway, Ft. Lauderdale, FL 33327	20772 Sonrise Way, Boca Raton, FL 33433
Lessman, Mark D. Assistant Secretary Vice President	7900 Glades Road, Boca Raton, FL 33429	2815 Hackney Road, Ft. Lauderdale, FL 33331
Lovelette, Stephen A. Treasurer Vice President	900 N. Michigan Avenue, Chicago, IL 60611	2038 Butternut Lane, Northbrook, IL 60062
Maldin, Judd D. Vice President	900 N. Michigan Avenue, Chicago, IL 60611	900 N. Michigan Avenue, Chicago, IL 60611-1575
Mears, Donald Vice President	1200 Weston Rd., Fort Lauderdale, FL 33326	1280 Fairfax Ct., Fort Lauderdale, FL 33326
Motta, Eileen Assistant Secretary	7900 Glades Road, Boca Raton, FL 33434	3431 N.E. 27th Avenue, Lighthouse Point, FL 33064
Motta, James D. President	7900 Glades Road, Boca Raton, FL 33434	2741 Northeast 47th St., Lighthouse Point, FL 33064
Nickele, Gary Director Vice President	900 N. Michigan Avenue, Chicago, IL 60611	717 Edgemont Lane, Park Ridge, IL 60068
Nielsen, Paul C. Secretary	900 N. Michigan Avenue, Chicago, IL 60611	21021 Prestwick Dr., Barrington, IL 60010
O'Mahoney, Karen M. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	2224 Seminary 2R, Chicago, IL 60614
Quinn, Dennis M. Assistant Secretary Vice President	900 N. Michigan Avenue, Chicago, IL 60611	1221 Greenwood Avenue, Evanston, IL 60201

OFFICERS AND DIRECTORS

Arvida Managers, Inc.**2**

Name and Office	Business Address	Home Address
Schwartz, Kimberly Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	405 N. Wabash #2202, Chicago, IL 60611
Siegel, Thomas J. Assistant Secretary	1200 Weston Road, Fort Lauderdale, FL 33326	9986 NW 16th Street, Coral Springs, FL 33075
Weyer, Joan L. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	55 West Erie Street, Apt. 1E, Chicago, IL 60610