

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

FILED  
Mar 26 1998 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        |                                                                                                                                                                                         |                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998                                                                                                                                                                                                                                                                                                                                                                                                                    |                        | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |                 |
| DOCUMENT # J89679<br>1. Corporation Name<br>Realnor Properties, Inc.                                                                                                                                                                                                                                                                                                                                                                                           |                        |                                                                                                                                                                                         |                 |
| Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        | Mailing Address                                                                                                                                                                         |                 |
| 2. Principal Place of Business<br>21 700 Brickell Ave.<br>Suite, Apt. #, etc.<br>22 City & State<br>23 Miami, FL<br>Zip<br>24 33131                                                                                                                                                                                                                                                                                                                            |                        | 2a. Mailing Address<br>26 50 S. LaSalle St.<br>Suite, Apt. # etc.<br>27 c/o Peggy Walsh, M-9<br>City & State<br>28 Chicago, IL<br>Zip<br>29 60675<br>Country<br>30 USA                  |                 |
| 9. Name and Address of Current Registered Agent<br>Valerie A. Stott<br>700 Brickell Ave<br>Miami, Florida 33131                                                                                                                                                                                                                                                                                                                                                |                        | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code<br>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 _____ (NOTE: Registered Agent signature required when re-instating) DATE _____                                                                                                                                                                                                                                                                                                                                                                       |                        |                                                                                                                                                                                         |                 |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        |                                                                                                                                                                                         |                 |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                          | NAME                   | STREET ADDRESS                                                                                                                                                                          | CITY-ST-ZIP     |
| PD                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Morrison, William L.   | 700 Brickell Ave.                                                                                                                                                                       | Miami, FL 33131 |
| VSD                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Lynch, Stephen a., III | 700 Brickell Ave.                                                                                                                                                                       | Miami, FL 33131 |
| DV                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Noble, Carlos          | 700 Brickell Ave.                                                                                                                                                                       | Miami, FL 33131 |
| T                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Sigsbee, James         | 700 Brickell Ave.                                                                                                                                                                       | Miami, FL 33131 |
| ASO                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Stott, Valerie A.      | 700 Brickell Ave.                                                                                                                                                                       | Miami, FL 33131 |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                          |                        |                                                                                                                                                                                         |                 |
| 1.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1.2 NAME               | 1.3 STREET ADDRESS                                                                                                                                                                      | 1.4 CITY-ST-ZIP |
| 2.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2.2 NAME               | 2.3 STREET ADDRESS                                                                                                                                                                      | 2.4 CITY-ST-ZIP |
| 3.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 3.2 NAME               | 3.3 STREET ADDRESS                                                                                                                                                                      | 3.4 CITY-ST-ZIP |
| 4.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 4.2 NAME               | 4.3 STREET ADDRESS                                                                                                                                                                      | 4.4 CITY-ST-ZIP |
| 5.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 5.2 NAME               | 5.3 STREET ADDRESS                                                                                                                                                                      | 5.4 CITY-ST-ZIP |
| 6.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 6.2 NAME               | 6.3 STREET ADDRESS                                                                                                                                                                      | 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: Carlos Noble  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

300002470083  
-03/27/98--01004--036  
\*\*\*150.00

3/12/98  
Date

305 789 1424  
Daytime Phone: #

CR2E034 (10/97)