

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

FILED
Mar 13 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 # **K42128** (4)
1. Corporation Name
SOUTH BEACH DEVELOPMENT CORP.

Principal Place of Business 2501 HOLLYWOOD BLVD. SUITE 220 HOLLYWOOD FL 33020	Mailing Address C/O DAVID SCHARLIN, 2501 HOLLYWOOD BLVD. SUITE 220 HOLLYWOOD FL 33020
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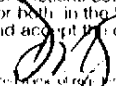
DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/31/1988	
4. FEI Number 65-0084213	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 230 Fifth Street Suite, Apt. #, etc. 22 City & State 23 Miami Beach, FL Zip 24 33139	25. Mailing Address 26 c/o David Scharlin Suite, Apt. #, etc. 27 3635 Battersea Rd. City & State 28 Miami, FL Zip 29 33133
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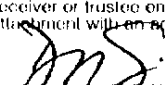
9. Name and Address of Current Registered Agent SCHARLIN, DAVID 2501 HOLLYWOOD BLVD. SUITE 220 HOLLYWOOD FL 33020	10. Name and Address of New Registered Agent 81 Name David Scharlin 82 Street Address (P.O. Box Number is Not Acceptable) 83 3635 Battersea Rd. 84 City MIAMI FL 85 Zip Code 33133
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11. 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  **DAVID SCHARLIN** DATE **3/9/98**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PO SCHARLIN, DAVID 2501 HOLLYWOOD BLVD., SUITE 220 HOLLYWOOD FL 33020	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3635 BATTERSEA RD MIAMI, FL 33133
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TD FISHER, RANDALL C 7540 SW 114TH STREET MIAMI FL 33156	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD ROBINS, CRAIG 230 FIFTH STREET MIAMI BEACH FL 33139	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD ROBINS, SCOTT 230 FIFTH STREET MIAMI BEACH FL 33139	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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:  **DAVID SCHARLIN** DATE **3/9/98** (305) 663-9000

CR2E034 (10/97)