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Apr 18 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # L31950 (3)

1. Corporation Name
DOLPHIN LAKES VENTURE, INC.



Principal Place of Business Mailing Address
% EDWARD E LEVINSON, ESO
407 LINCOLN RD., PENTHOUSE SE
MIAMI BEACH FL 33139

3. Date Incorporated or Qualified 11/27/1989
3a. Date of Last Report 03/25/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	65-0160436	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 Country	30	6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes

9. Name and Address of Current Registered Agent

LEVINSON, EDWARD E.
407 LINCOLN ROAD, PENTHOUSE EAST
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

81 Name ALAN E. GREENFIELD
82 Street Address (P.O. Box Number is Not Acceptable)
2600 DOUGLAS ROAD SUITE 911
83
84 City Coral Gables FL 85 Zip Code 33134

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 *Edward E. Levinson* DATE 1/16/97
(NOTE: Registered Agent signature required when re-stating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD LIPP, JULES	1.1 TITLE	
NAME	407 LINCOLN RD PH SE	1.2 NAME	
STREET ADDRESS	MIAMI BEACH FL	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	SD ROSSIN, JAY	2.1 TITLE	
NAME	407 LINCOLN RD PH SE	2.2 NAME	
STREET ADDRESS	MIAMI BEACH FL	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	VD MATALON, ROBERT	3.1 TITLE	
NAME	407 LINCOLN RD PH SE	3.2 NAME	
STREET ADDRESS	MIAMI BEACH FL	3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		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 do 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: *Jules Lipp* DATE 4/14/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)