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May 01 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # M47446 (3)

1. Corporation Name
GENERAL DEVELOPMENT RESORTS, INC.



Principal Place of Business

LEGAL DEPT. 9TH FLOOR
2601 S BAYSHORE DR
MIAMI FL 33133-2461

Mailing Address

LEGAL DEPT. 9TH FLOOR
2601 S BAYSHORE DR
MIAMI FL 33133-5417

3. Date Incorporated or Qualified 02/27/1987
3a. Date of Last Report 04/16/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

4. FEI Number

59-2778647

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for Intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

LANGLEY, MARCIA H
LEGAL DEPT., 9TH FLOOR
2601 S. BAYSHORE DRIVE
MIAMI FL 33133

10. Name and Address of New Registered Agent

81 Name JOEL K. GOLDMAN
82 Street Address (P.O. Box Number is Not Acceptable)
2601 S. Bayshore Dr.
83 9th Floor
84 City MIAMI FL 85 Zip Code 33133

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

Joel K. Goldman

JOEL K. Goldman 4/11/97

DATE

12. OFFICERS AND DIRECTORS

TITLE DP
NAME JEFFREY, THOMAS W.
STREET ADDRESS 2601 S. BAYSHORE DRIVE
CITY-ST-ZIP MIAMI FL

TITLE VSD
NAME LANGLEY, MARCIA H.
STREET ADDRESS 2601 S. BAYSHORE DRIVE
CITY-ST-ZIP MIAMI FL 33133

TITLE VT
NAME FISCHER, JOHN H.
STREET ADDRESS 2601 S. BAYSHORE DRIVE
CITY-ST-ZIP MIAMI FL

TITLE VAS
NAME GOLDMAN, JOEL K.
STREET ADDRESS 2601 S. BAYSHORE DRIVE
CITY-ST-ZIP MIAMI FL 33133

TITLE VD
NAME CARLETON, CALLIS N.
STREET ADDRESS 2601 S BAYSHORE DR
CITY-ST-ZIP MIAMI FL 33133

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE VSD
1.2 NAME GOLDMAN, JOEL K
1.3 STREET ADDRESS 2601 S. BAYSHORE DR
1.4 CITY-ST-ZIP MIAMI FL 33133

2.1 TITLE VSD
2.2 NAME LANGLEY, MARCIA H.
2.3 STREET ADDRESS 2601 S. BAYSHORE DR
2.4 CITY-ST-ZIP MIAMI FL 33133

3.1 TITLE VSD/C/AS
3.2 NAME CARLETON, CALLIS N.
3.3 STREET ADDRESS 2601 S. BAYSHORE DR
3.4 CITY-ST-ZIP MIAMI FL 33133

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 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: *Joel K. Goldman*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)