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NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N01338

1. Corporation Name
LAKES OF DELRAY, INC.

Principal Place of Business
 3900 WOODLAKE BLVD
 SUITE 201
 LAKE WORTH FL 33463
 US

Mailing Address
G.R.S. Management Associates, Inc.
 3900 WOODLAKE BLVD.
 SUITE 201
 LAKE WORTH FL 33463
 US



| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 02/09/1984 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 59-2596584 | |
| 22 | | 27 | | Applied For Not Applicable | |
| 23 | | 28 | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 24 | | 29 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 25 | | 30 | | | |

| | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|----------------------------------------------|----------------------------------------------------|-----------|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| CORE, DAVID A ST. JOHN, DICKER & CAPLAN 500 AUSTRALIAN AVE. SO., SUITE 600 WEST PALM BEACH FL 33401 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | FL | 85 |

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

| | | | | | | | |
|----------------------------|----------------------------------|--------------------------------------------|--|-------------------------------------------------------|------------------------------------|--------------------------------------------|----------------------------------------------|
| 12. OFFICERS AND DIRECTORS | | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | | |
| TITLE | VPD | <input type="checkbox"/> DELETE | | 1.1 TITLE | DP | <input checked="" type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | HALPRIN, HY | | | 1.2 NAME | | | |
| STREET ADDRESS | 15244 LAKES OF DELRAY BLVD, #203 | | | 1.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | DELRAY BEACH FL | | | 1.4 CITY-ST-ZIP | | | |
| TITLE | PD | <input checked="" type="checkbox"/> DELETE | | 2.1 TITLE | DS | <input type="checkbox"/> Change | <input checked="" type="checkbox"/> Addition |
| NAME | SOLOMON, JACK | | | 2.2 NAME | ROBB, ARTHUR | | |
| STREET ADDRESS | 15365 LAKES OF DELRAY BLVD, #113 | | | 2.3 STREET ADDRESS | 15365 LAKES OF DELRAY BLVD., J 110 | | |
| CITY-ST-ZIP | DELRAY BEACH FL | | | 2.4 CITY-ST-ZIP | DELRAY BEACH, FL 33484 | | |
| TITLE | DS | <input type="checkbox"/> DELETE | | 3.1 TITLE | DVP | <input checked="" type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | NEUMANN, SOL | | | 3.2 NAME | | | |
| STREET ADDRESS | 5598 WITNEY DR APT #B-313 | | | 3.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | WATEREDGE FL 33484 | | | 3.4 CITY-ST-ZIP | | | |
| TITLE | TD | <input type="checkbox"/> DELETE | | 4.1 TITLE | | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | FRIEDMAN, MILTON | | | 4.2 NAME | | | |
| STREET ADDRESS | 5574 WITNEY DR, #302 | | | 4.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | DELRAY BEACH FL | | | 4.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 5.1 TITLE | | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | KLEINER, HAROLD | | | 5.2 NAME | | | |
| STREET ADDRESS | 15090 ASHLAND PLACE, #170 | | | 5.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | DELRAY BEACH FL | | | 5.4 CITY-ST-ZIP | | | |
| TITLE | DSVP | <input type="checkbox"/> DELETE | | 6.1 TITLE | DAVP | <input checked="" type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | DANON, NISSIM | | | 6.2 NAME | | | |
| STREET ADDRESS | 5574 WITNEY DR #D-111 | | | 6.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | WATERSEdge FL 33484 | | | 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* V.P. 02-03-99 561-641-8554
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)