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Mar 20 1997 8:00am  
Secretary of StateNONPROFIT  
CORPORATION  
ANNUAL REPORT  
1997FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # N04298 (8)

1. Corporation Name

WITNEY PROPERTY OWNERS ASSOCIATION, INC.

Principal Place of Business  
C/O PRIME MANAGEMENT GROUP INC  
6300 PARK OF COMMERCE BLVD  
BOCA RATON FL 33487-3290  
USMailing Address  
C/O PRIME MANAGEMENT GROUP INC  
6300 PARK OF COMMERCE BLVD  
BOCA RATON FL 33487-8229  
US3. Date Incorporated or Qualified  
07/20/19843a. Date of Last Report  
03/21/1996

2. Principal Place of Business

21 Suite, Apt #, etc.

22 City &amp; State

23 Zip Country

2a. Mailing Address

26 Suite, Apt #, etc.

27 City &amp; State

28 Zip Country

4. FEI Number

59-2481721

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required6. Election Campaign Financing  
Trust Fund Contribution\$5.00 May Be  
Added to Fees8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SWATT, MYRON I.  
C/O PRIME MANAGEMENT GROUP INC  
6300 PARK OF COMMERCE BLVD  
BOCA RATON FL 33487

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE VPD  
NAME BLUM, HANK  
STREET ADDRESS 15492 LAKES OF DELRAY BLVD.  
CITY-ST-ZIP DELRAY BEACH FLTITLE D  
NAME FOX, BESS  
STREET ADDRESS 15500 LAKES OF DELRAY BLVD #207  
CITY-ST-ZIP DELRAY BEACH FLTITLE P  
NAME ALPERIN, SARA  
STREET ADDRESS 15496 LAKES OF DELRAY BLVD.  
CITY-ST-ZIP DELRAY BEACH FLTITLE TD  
NAME CARLINO, JOHN  
STREET ADDRESS 15496 LAKES OF DELRAY A1/203  
CITY-ST-ZIP DELRAY BEACH FLTITLE S  
NAME KRAVITZ, MAXWELL  
STREET ADDRESS 15496 LAKES OF DELRAY, A1/105  
CITY-ST-ZIP DELRAY BEACH FLTITLE D  
NAME SMELSON, KATE  
STREET ADDRESS 15492 LAKES OF DELRAY, A1/103  
CITY-ST-ZIP DELRAY BEACH FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PD  
1.2 NAME ALPERIN, SARA  
1.3 STREET ADDRESS 15496 LKS OF DLRY BLVD  
1.4 CITY-ST-ZIP DELRAY BCH, FL 334462.1 TITLE VD  
2.2 NAME BLUM, HANK  
2.3 STREET ADDRESS 15492 LKS OF DLRY BLVD  
2.4 CITY-ST-ZIP DELRAY BCH, FL 334463.1 TITLE SD  
3.2 NAME PEARLSON, KAY  
3.3 STREET ADDRESS 15484 LKS OF DLRY  
3.4 CITY-ST-ZIP DELRAY BCH, FL 334464.1 TITLE TD  
4.2 NAME PEARLSON, KAY  
4.3 STREET ADDRESS 15484 LKS OF DLRY  
4.4 CITY-ST-ZIP DELRAY BCH, FL 334465.1 TITLE D  
5.2 NAME SMELSON, KATE  
5.3 STREET ADDRESS 15492 LAKES OF DELRAY BLVD  
5.4 CITY-ST-ZIP DELRAY BCH, FL 334466.1 TITLE D  
6.2 NAME KRAVITZ, MAXWELL  
6.3 STREET ADDRESS 15496 LKS OF DLRY  
6.4 CITY-ST-ZIP DELRAY BCH, FL 33446

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE: *Sandra B. Mortham*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/14/97

Date

Daytime Phone # 0045146

CR2E037 (9/96)