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NONPROFIT CORPORATION ANNUAL REPORT 1999

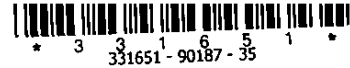


FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N93000001279

1. Corporation Name

THE SHELBOURNE APARTMENT BUILDING, INC.



Principal Place of Business
 710 JEFFERSON AVE
 MIAMI BEACH FL 33139

Mailing Address
 PO BOX 396968
 MIAMI BCH FL 33239-8968



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/19/1993	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0457251	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
SMOYER, AMY 710 JEFFERSON AVENUE MIAMI BEACH FL 33139				81	Name MICHAEL A. ALIBERTI, MSW		
				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 Michael A. Aliberti, MSW EXECUTIVE DIRECTOR DATE 3/18/99

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.	
TITLE	T BOWER, MATILDE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1442 JEFFERSON AVE.	1.2 NAME	
STREET ADDRESS	MIAMI BEACH FL 33139	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D RUSS, DENIS A	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1205 DREXEL AVENUE	2.2 NAME	
STREET ADDRESS	MIAMI BEACH FL 33139	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D SUAREZ, GENE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	800 WEST AVE., #744	3.2 NAME	W. ROBERT SMITH III
STREET ADDRESS	MIAMI BEACH FL 33139	3.3 STREET ADDRESS	700 BRICKELL AVENUE
CITY-ST-ZIP		3.4 CITY-ST-ZIP	MIAMI, FL 33131
TITLE	D HOLDER, CHERYL	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	16555 N.W. 25TH AVE.	4.2 NAME	
STREET ADDRESS	OPA LOCKA FL 33054	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D MARTIN, ERNEST	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1000 N. RIVER DR., #114	5.2 NAME	
STREET ADDRESS	MIAMI FL	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	S PRESS, BEVERLY	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	710 ALTON RD.	6.2 NAME	P MARCUS, ARTHUR J.
STREET ADDRESS	MIAMI BEACH FL	6.3 STREET ADDRESS	744 EUCLID AVE., #1
CITY-ST-ZIP		6.4 CITY-ST-ZIP	MIAMI BEACH, FL 33139

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] DATE: 3/18/99 DAYTIME PHONE #: (305) 535-3977

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (1/98)