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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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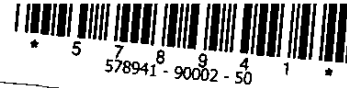
1. Corporation Name

HARBOUR CLUB ASSOCIATION, INC.

Principal Place of Business

616 EAST ATLANTIC AVENUE
DELRAY BEACH FL 33483

Mailing Address

616 EAST ATLANTIC AVENUE
DELRAY BEACH FL 33483

2. Principal Place of Business	2a. Mailing Address	3. Date incorporated or Qualified
21 2710 Florida Blvd	26 2710 Florida Blvd	09/24/1996
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number
		65-0699959
23 City & State	28 City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Delray Beach FL	Delray Beach FL	
24 Zip	29 Zip	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees
33483	33483	
25 Country	30 Country	
US	USA	

9. Name and Address of Current Registered Agent

KRALL, MARK L
616 EAST ATLANTIC AVENUE
DELRAY BEACH FL 33483

10. Name and Address of New Registered Agent

81 Name	Steven Wexel
82 Street Address (P.O. Box Number is Not Acceptable)	2710 Florida Blvd
83	
84 City	Delray Beach FL
85 Zip Code	33483

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.

Steven Wexel

4/16/99

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	PSD
NAME	FRIESE, JOHN	1.2 NAME	VINCE ZABIK
STREET ADDRESS	616 EAST ATLANTIC AVENUE	1.3 STREET ADDRESS	505 NE 3rd St
CITY-ST-ZIP	DELRAY BEACH FL 33483	1.4 CITY-ST-ZIP	Delray Beach FL 33483
TITLE	PSD	2.1 TITLE	D
NAME	MALLOY, SUSAN	2.2 NAME	Steven Wexel
STREET ADDRESS	947 HYACINTH DRIVE	2.3 STREET ADDRESS	2710 Florida Blvd
CITY-ST-ZIP	DELRAY BEACH FL 33483	2.4 CITY-ST-ZIP	Delray Beach, FL 33483
TITLE	D	3.1 TITLE	D
NAME	KRALL, MARK L	3.2 NAME	Bolores Loesh
STREET ADDRESS	616 EAST ATLANTIC AVENUE	3.3 STREET ADDRESS	505 NE 3rd St
CITY-ST-ZIP	DELRAY BEACH FL 33483	3.4 CITY-ST-ZIP	Delray Beach, FL 33483
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 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 REQUESTED

Date

Daytime Phone #

CR2E037 (1/98)