

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.  
AMOUNT DUE ON OR BEFORE 09/15/99: \$61.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$236.25).

NONPROFIT  
CORPORATION  
ANNUAL REPORT  
1999



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

DOCUMENT # N98000002958

1. Corporation Name

PORTOFINO AT PENSACOLA BEACH, INC.

Principal Place of Business

C/O JAMES S. CAMPBELL, ESO.  
3 WEST GARDEN STREET 7TH FLOOR  
PENSACOLA FL 32501

Mailing Address

C/O JAMES S. CAMPBELL, ESO.  
3 WEST GARDEN STREET 7TH FLOOR  
PENSACOLA FL 32501

FILED

99 OCT -5 PM 1:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



|                                |                     |                     |                     |   |  |
|--------------------------------|---------------------|---------------------|---------------------|---|--|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br>05/22/1998   |  |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br>APPLIED FOR  |  |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <input 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             | 30  |  |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LOKMANYA, INC.  
C/O PACIFIC PHOTOCOPY & RESEARCH SERVICE  
1018 THOMASVILLE ROAD STE B-200  
TALLAHASSEE FL 32303

|    |  |
|----|--|
| 81 | Name   |
| 82 | Street Address (P.O. Box Number is Not Acceptable) |
| 83 |  |
| 84 | City   |
| 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 |                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |   |
|----------------------------|---------------------------------|---|---|
| TITLE                      | <input type="checkbox"/> DELETE | 1.1 TITLE   | Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 1.2 NAME  | Allen R. Levin  |
| STREET ADDRESS             |                                 | 1.3 STREET ADDRESS                                    | 2200 Via Deluna Drive   |
| CITY-ST-ZIP                |                                 | 1.4 CITY-ST-ZIP                                       | Pensacola Beach, FL 32561   |
| TITLE                      | <input type="checkbox"/> DELETE | 2.1 TITLE   | Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 2.2 NAME  | Robert L. Rinke   |
| STREET ADDRESS             |                                 | 2.3 STREET ADDRESS                                    | 2200 Via Deluna Drive   |
| CITY-ST-ZIP                |                                 | 2.4 CITY-ST-ZIP                                       | Pensacola Beach, FL 32561   |
| TITLE                      | <input type="checkbox"/> DELETE | 3.1 TITLE   | Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 3.2 NAME  | Teresa Levin  |
| STREET ADDRESS             |                                 | 3.3 STREET ADDRESS                                    | 2200 Via Deluna Drive   |
| CITY-ST-ZIP                |                                 | 3.4 CITY-ST-ZIP                                       | Pensacola Beach, FL 32561   |
| TITLE                      | <input type="checkbox"/> DELETE | 4.1 TITLE   |   |
| NAME                       |                                 | 4.2 NAME  |   |
| STREET ADDRESS             |                                 | 4.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                 | 4.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <input type="checkbox"/> DELETE | 5.1 TITLE   |   |
| NAME                       |                                 | 5.2 NAME  |   |
| STREET ADDRESS             |                                 | 5.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                 | 5.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <input type="checkbox"/> DELETE | 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 as an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/13/99

Date

Daytime Phone #

051239

CR2E037 (5/99)