

**FILED**  
**Jun 29, 2007 8:00 am**  
**Secretary of State**

06-12-2007 90111 001 \*\*\*158.75  
06-29-2007 90001 003 \*\*\*391.25

**2007 FOR PROFIT CORPORATION  
ANNUAL REPORT**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                     |                                                                                                                       |                                                                                                                                                                            |                                                                                              |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # P02000133811</b><br>1. Entity Name<br><b>AVATAR OCEAN PALMS, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                     |                                                                                                                       |                                                                                                                                                                            |                                                                                              |  |
| Principal Place of Business<br><b>201 ALHAMBRA CIRCLE<br/>12TH FLOOR<br/>CORAL GABLES, FL 33134</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                     |                                                                                                                       | Mailing Address<br><b>201 ALHAMBRA CIRCLE<br/>12TH FLOOR<br/>CORAL GABLES, FL 33134</b>                                                                                    |                                                                                              |  |
| 2. Principal Place of Business - No P.O. Box #<br><br>Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                     | 3. Mailing Address<br><br>Suite, Apt. #, etc.                                                                         |                                                                                                                                                                            | <b>40122223</b><br>                                                                          |  |
| City & State<br><br>Zip      Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                     | City & State<br><br>Zip      Country                                                                                  |                                                                                                                                                                            | 4. FEI Number<br><b>20-0233924</b><br>Applied For<br><input type="checkbox"/> Not Applicable |  |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                     |                                                                                                                       |                                                                                                                                                                            | 04042007    Chg-P    CR2E034 (12/06)                                                         |  |
| 6. Name and Address of Current Registered Agent<br><br><b>KERRIGAN, JUANITA I<br/>201 ALHAMBRA CIRCLE<br/>12TH FLOOR<br/>CORAL GABLES, FL 33134</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                     |                                                                                                                       | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City <b>FL</b> Zip Code                                       |                                                                                              |  |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.<br><br>SIGNATURE _____ (NOTE: Registered Agent's signature required when resigning)      DATE _____                                                                                                                                                                                                                                                                                                            |                                                                                                     |                                                                                                                       |                                                                                                                                                                            |                                                                                              |  |
| <b>FILE NOW!!! FEE IS \$150.00<br/>After May 1, 2007 Fee will be \$550.00</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                     | 9. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> |                                                                                                                                                                            |                                                                                              |  |
| 10. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                     |                                                                                                                       | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11                                                                                                                      |                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | PD<br>KELFER, GERALD<br>201 ALHAMBRA CIRCLE<br>MIAMI, FL 33134 <input type="checkbox"/> Delete      | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                        | <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br><b>FLETCHER, PATRICIA K.<br/>201 ALHAMBRA CIRCLE<br/>CORAL GABLES, FL 33134</b> |                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VD<br>FELS, JONATHAN<br>201 ALHAMBRA CIRCLE<br>MIAMI, FL 33134 <input type="checkbox"/> Delete      | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VD<br>LEVY, MICHAEL<br>201 ALHAMBRA CIRCLE<br>MIAMI, FL 33134 <input type="checkbox"/> Delete       | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VT<br>MCNARY, CHARLES L<br>201 ALHAMBRA CIRCLE<br>MIAMI, FL 33134 <input type="checkbox"/> Delete   | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | V<br>GETMAN, DENNIS J<br>201 ALHAMBRA CIRCLE<br>MIAMI, FL 33134 <input type="checkbox"/> Delete     | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |                                                                                              |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VS<br>KERRIGAN, JUANITA J<br>201 ALHAMBRA CIRCLE<br>MIAMI, FL 33134 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                        | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |                                                                                              |  |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |                                                                                                     |                                                                                                                       |                                                                                                                                                                            |                                                                                              |  |
| SIGNATURE: <u>Juanita J. Kerrigan</u> VP/sec.      6/6/07 (305) 442-7000<br><small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR      Date      Daytime Phone #</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                     |                                                                                                                       |                                                                                                                                                                            |                                                                                              |  |