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Mar 10 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P27634 (5)

1. Corporation Name
ARVIDA/HEATHROW REALTY SALES, INC.

Principal Place of Business
900 NORTH MICHIGAN AVENUE
CHICAGO IL 60611

Mailing Address
900 NORTH MICHIGAN AVENUE
CHICAGO IL 60611-1542



| | | | | | |
|--------------------------------|------------------|-------------------------|------------------|--|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 01/09/1990 | 3a. Date of Last Report 03/20/1996 |
| 21. Suite, Apt. #, etc. | 22. City & State | 26. Suite, Apt. #, etc. | 27. City & State | 4. FEI Number 58-1883445 | Applied For Not Applicable |
| 23. Zip | 25. Country | 28. Zip | 30. Country | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| | | | | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | |
|--|--|--|--|
| 9. Name and Address of Current Registered Agent | | 10. Name and Address of New Registered Agent | |
| C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | | 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 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
(NOTE: Registered Agent signature required when reinstalling)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------|---|--|
| TITLE | P | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LASSMAN, MARK | 1.2 NAME | |
| STREET ADDRESS | 7900 GLADES, RD. | 1.3 STREET ADDRESS | |
| CITY-STATE-ZIP | BOCA RATON FL | 1.4 CITY-STATE-ZIP | |
| TITLE | D | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | NICKELE, GARY | 2.2 NAME | |
| STREET ADDRESS | 900 N. MICHIGAN AVE. | 2.3 STREET ADDRESS | |
| CITY-STATE-ZIP | CHICAGO IL | 2.4 CITY-STATE-ZIP | |
| TITLE | AVS | 3.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | YATES, KEVIN B. | 3.2 NAME | |
| STREET ADDRESS | 900 N. MICHIGAN AVE. | 3.3 STREET ADDRESS | 5. Nielsen, Paul C. |
| CITY-STATE-ZIP | CHICAGO IL | 3.4 CITY-STATE-ZIP | 900 N. Michigan Ave. |
| TITLE | VT | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LOVELETTE, STEPHEN A. | 4.2 NAME | |
| STREET ADDRESS | 900 N. MICHIGAN AVE. | 4.3 STREET ADDRESS | |
| CITY-STATE-ZIP | CHICAGO IL | 4.4 CITY-STATE-ZIP | |
| TITLE | | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-STATE-ZIP | | 5.4 CITY-STATE-ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-STATE-ZIP | | 6.4 CITY-STATE-ZIP | |

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

SIGNATURE:

Paul C. Nielsen
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/20/97
Date

312-915-1932
Daytime Phone #

0482576

CR2E034 (9/96)