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May 06 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 # P29719 (2)  
1. Corporation Name  
TCR SOUTH FLORIDA APARTMENTS - WATERWAYS, INC.

Principal Place of Business Mailing Address  
6400 CONGRESS AVE 6400 CONGRESS AVE  
SUITE 2000 SUITE 2000  
BOCA RATON FL 33487 BOCA RATON FL 33487-2810



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/12/1990	3a. Date of Last Report 04/25/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0195299	Applied For Not Applicable
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	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
FISH, DEBORAH L. 6400 CONGRESS AVENUE, SUITE 2000 BOCA RATON FL 33487		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

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	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHEELER, CHRIS D.	1.2 NAME	
STREET ADDRESS	6400 CONGRESS AVE., #2000	1.3 STREET ADDRESS	
CITY - ST - ZIP	BOCA RATON FL	1.4 CITY - ST - ZIP	
TITLE	AS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FISH DEBORAH	2.2 NAME	
STREET ADDRESS	6400 CONGRESS AVE., # 2000	2.3 STREET ADDRESS	
CITY - ST - ZIP	BOCA RATON FL 33487	2.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TERWILLIGER, J. RONALD	3.2 NAME	
STREET ADDRESS	2859 PACES FERRY RD, 2100	3.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA	3.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROW, HARLAN	4.2 NAME	
STREET ADDRESS	2001 ROSS AVE., #3500	4.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	4.4 CITY - ST - ZIP	
TITLE	VST <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PACE, RANDY J.	5.2 NAME	
STREET ADDRESS	717 N. HARWOOD	5.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	5.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRYANT, BRAD	6.2 NAME	
STREET ADDRESS	6400 CONGRESS AVE., #2000	6.3 STREET ADDRESS	
CITY - ST - ZIP	BOCA RATON FL	6.4 CITY - ST - 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

Deborah L. Fish  
Deborah L. Fish, Assistant Secretary

4/16/97

Date

561/997-9700

Daytime Phone #

0390317

CR2E034 (9/96)