

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

FILED

98 MAY -4 AM 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DOCUMENT # P34900 (1)
1. Corporation Name
GRAND COURT LIFESTYLES PAYROLL CORP.

Principal Place of Business Mailing Address
2650 N. MILITARY TRAIL 2650 N. MILITARY TRAIL
SUITE 350 SUITE 350
BOCA RATON FL 33431 BOCA RATON FL 33431

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/01/1991	
21		26		4. FEI Number 65-0278950	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent

CORPORATION INFORMATION SERVICES, INC.
1201 HAYES STREET
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81	Name	
82	Street Address (P.O. Box Number is not acceptable)	0000003513850--4
83		-05/06/98--01097--002
84	City	***1688.75 ***150.00
	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 of registered agent or principal officer and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

4/30/98

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PCD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LUCIANI, JOHN			1.2 NAME			
STREET ADDRESS	2650 N MILITARY TRAIL			1.3 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL			1.4 CITY-ST-ZIP			
TITLE	VST	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	RODIN, BERNARD M.			2.2 NAME			
STREET ADDRESS	2650 N MILITARY TRAIL			2.3 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL			2.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	RODIN, BERNARD M.			3.2 NAME			
STREET ADDRESS	2650 N MILITARY TRAIL			3.3 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL			3.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LUCIANI, JOHN, III			4.2 NAME			
STREET ADDRESS	2650 N MILITARY TRAIL			4.3 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL			4.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LUCIANI, DORIAN			5.2 NAME			
STREET ADDRESS	2650 MILITARY TRAIL			5.3 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
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)(f), 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:

[Signature]

4/30/98 9477322

CR2E034 (10/97)