FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

APPROVED AND FILED
1996 ... PM 12:31

DOCUMENT # **P92000005719 (9)**

1. Corporation Name

LEVITT AT BEAR LAKES, INC.

Principal Place of Business	Mailing Address
7777 GLADES RD SUITE 410 BOCA RATON FL 33434	7777 GLADES RD SUITE 410 BOCA RATON FL 33434

2. Principal Place of Business — 21 / Suite, Apt. #, etc. 22 / City & State 23 / Zip 24 / Country 25

2a. Mailing Address — 26 / Suite, Apt. #, etc. 27 / City & State 28 / Zip 29 / Country 30

3. Date Incorporated or Qualified: 11/16/1992
3a. Date of Last Report: 03/16/1995
4. FEI Number: 65-0372022 — Applied For / Not Applicable
5. Certificate of Status Desired [ ] — **$8.75** Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — **$5.00** May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [X] No

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
110 N MAGNOLIA ST
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
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 ____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	[ ] DELETE	DP	[X] Change [ ] Addition
NAME	WIENER, ELLIOTT M			
STREET ADDRESS	7777 GLADES RD SUITE 410			
CITY-ST-ZIP	BOCA RATON FL 33434			
TITLE	D	[X] DELETE	V	[ ] Change [X] Addition
NAME	RAFOFSKY, HARVEY P		Joel Armstrong	
STREET ADDRESS	7777 GLADES RD SUITE 410		7777 Glades Rd Suite 410	
CITY-ST-ZIP	BOCA RATON FL 33434		Boca Raton FL 33434	
TITLE	VPS	[ ] DELETE	DVS	[X] Change [ ] Addition
NAME	WEST, ALFRED G.,			
STREET ADDRESS	7777 GLADES ROAD, STE. 410			
CITY-ST-ZIP	BOCA RATON FL 33434			
TITLE	VPT	[ ] DELETE	DVTAS	[X] Change [ ] Addition
NAME	HOYOS, JEFFREY,			
STREET ADDRESS	7777 GLADES ROAD, STE. 410			
CITY-ST-ZIP	BOCA RATON FL 33434			
TITLE	SRVP	[ ] DELETE	V	[X] Change [ ] Addition
NAME	SLEEK, HARRY,			
STREET ADDRESS	7777 GLADES ROAD, STE. 410			
CITY-ST-ZIP	BOCA RATON FL 33434			
TITLE		[ ] DELETE	V	[ ] Change [X] Addition
NAME			Tom Damiano	
STREET ADDRESS			7777 Glades Rd Suite 410	
CITY-ST-ZIP			Boca Raton FL 33434	

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Jeffery Hoyos VP 3-1-96 482-5100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)