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**FILED**  
**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90062 029 \*\*\*150.00

0249-114

PROFIT CORPORATION  
 ANNUAL REPORT  
 1999



FLORIDA DEPARTMENT OF STATE  
 Katherine Harris  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # P92000006264

1. Corporation Name  
 ADLER PROPERTIES, INC.



Principal Place of Business  
 1400 NW 107 AVE  
 5TH FLOOR  
 MIAMI FL 33172  
 US

Mailing Address  
 1400 NW 107 AVE  
 5TH FLOOR  
 MIAMI FL 33172  
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified

11/20/1992

4. FEI Number

65-0377665

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 owes the current year Intangible

Personal Property Tax.

Yes  No

9. Name and Address of Current Registered Agent

LEVY, JOEL  
 1400 NW 107 AVE.  
 5TH FLOOR  
 MIAMI FL 33172

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DPCE  DELETE

NAME ADLER, MICHAEL M  
 STREET ADDRESS 1400 NW 107 AVE, 5TH FLOOR  
 CITY-ST-ZIP MIAMI FL

TITLE DEVA  DELETE

NAME LEVY, JOEL  
 STREET ADDRESS 1400 NW 107 AVE, 5TH FLOOR  
 CITY-ST-ZIP MIAMI FL

TITLE DST  DELETE

NAME ARRIZURIETA, LUIS  
 STREET ADDRESS 1400 NW 107 AVE  
 CITY-ST-ZIP MIAMI FL

TITLE AS  DELETE

NAME ADLER, LINDA K  
 STREET ADDRESS 1400 NW 107 AVE  
 CITY-ST-ZIP MIAMI FL

TITLE  DELETE

NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE  DELETE

NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D/P/CEO  Change  Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE D/EV/AS  Change  Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE  Change  Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE  Change  Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE  Change  Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE  Change  Addition

6.2 NAME

6.3 STREET ADDRESS

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)(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 in an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

4/15/99  
 Date

(305) 392-4051  
 Daytime Phone #

CR2E034 (1/98)