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May 20 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P93000014437 (6)

1. Corporation Name

WESTBROOKE AT ROCK CREEK, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 9350 SUNSET DRIVE SUITE 100 MIAMI FL 33173 US		Mailing Address 9350 SUNSET DRIVE SUITE 100 MIAMI FL 33173 US	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent ROBBINS, CHARLES E ES 900 SUN BANK BUILDING 777 BRICKELL AVENUE MIAMI FL 33131		10. Name and Address of New Registered Agent B1 Name <u>Corporation Service Co.</u> B2 Street Address (P.O. Box Number is Not Acceptable) <u>1201 Market St</u> B3 B4 City <u>Tulhatchee</u> FL B5 Zip Code <u>32501</u>	
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 the 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	1.1 TITLE	
NAME	CARR, JAMES	1.2 NAME	
STREET ADDRESS	9350 SUNSET DRIVE, SUITE 100	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	VTS	2.1 TITLE	
NAME	EISENACHER, HAROLD L	2.2 NAME	
STREET ADDRESS	9350 SUNSET DRIVE, SUITE 100	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	VAS	3.1 TITLE	
NAME	CHERNYS, LEONARD	3.2 NAME	
STREET ADDRESS	9350 SUNSET DRIVE, SUITE 100	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE	VAS	4.1 TITLE	
NAME	MEDLECOT, RICHARD SR	4.2 NAME	
STREET ADDRESS	9350 SUNSET DRIVE, SUITE 100	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	4.4 CITY-ST-ZIP	
TITLE	VAS	5.1 TITLE	
NAME	IBARRIA, DIANA	5.2 NAME	
STREET ADDRESS	9350 SUNSET DRIVE, SUITE 100	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	<u>Amke McCRAW</u>
STREET ADDRESS		6.3 STREET ADDRESS	<u>5990 Summerside Dr, Suite 110</u>
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<u>Dallas Tx 75050</u>

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 on an attachment with an address.

SIGNATURE

[Handwritten Signature]

CR2E034 (10/97)