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May 01 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000071091 (1)

1. Corporation Name  
REGENCY ISLAND DUNES, INC.



Principal Place of Business 2601 S BAYSHORE DR 9TH FLOOR, LEGAL DEPT. MIAMI FL 33133	Mailing Address 2601 S BAYSHORE DR 9TH FLOOR, LEGAL DEPT. MIAMI FL 33133-5417
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3. Date Incorporated or Qualified 10/13/1993	3a. Date of Last Report 04/16/1996
4. FEI Number 65-0445386	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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
25	30

9. Name and Address of Current Registered Agent LANGLEY, MARCIA H 2601 S BAYSHORE DR MIAMI FL 33133	
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10. Name and Address of New Registered Agent	
81 Name	Joel K. Goldman
82 Street Address (P.O. Box Number is Not Acceptable)	2601 S. Bayshore Dr
83	9th Floor
84 City	Miam.
85 Zip Code	FL 33133

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:  JOEL K. GOLDMAN 4-11-97  
(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE	PD
NAME	RUTHERFORD, J LARRY
STREET ADDRESS	2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP	MIAMI FL 33133-5481
TITLE	VAS
NAME	GOLDMAN, JOEL K.
STREET ADDRESS	2601 S BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133
TITLE	VSD
NAME	LANGLEY, MARCIA H
STREET ADDRESS	2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP	MIAMI FL 33133-5481
TITLE	VT
NAME	FISCHER, JOHN H
STREET ADDRESS	2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP	MIAMI FL 33133-5481
TITLE	DV
NAME	JEFFERY, THOMAS W
STREET ADDRESS	2601 S BAYSHORE DR
CITY-ST-ZIP	MIAMI FL
TITLE	V
NAME	CARLETON, CALLIS N.
STREET ADDRESS	2601 S BAYSHORE DR
CITY-ST-ZIP	MIAMI FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	VSD
1.2 NAME	Goldman, Joel K.
1.3 STREET ADDRESS	2601 S. Bayshore Dr
1.4 CITY-ST-ZIP	Miami FL 33133
2.1 TITLE	VAS
2.2 NAME	Langley, Marcia H.
2.3 STREET ADDRESS	2601 S. Bayshore Dr
2.4 CITY-ST-ZIP	Miami FL 33133
3.1 TITLE	V/CAS
3.2 NAME	Carleton, Callis N.
3.3 STREET ADDRESS	2601 S. Bayshore Dr
3.4 CITY-ST-ZIP	Miami FL 33133
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	
6.3 STREET ADDRESS	
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:  JOEL K. GOLDMAN 4-11-97 365-PSY4071  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)