

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

FILED

May 15 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 # P94000001865 (2)

1. Corporation Name
WORTH PROPERTIES, INC.

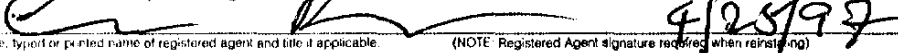


Principal Place of Business 621 71ST STREET MIAMI BEACH FL 33141 US	Mailing Address 621 71ST STREET MIAMI BEACH FL 33141-3019 US
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/07/1994	3a. Date of Last Report 04/29/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 65-0464298		Applied For <input type="checkbox"/> Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
RUSKIN, LLOYD L 621 71ST STREET MIAMI BEACH FL 33141		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: **4/25/97**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CTS <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIDSON, JOSEPH H	1.2 NAME	
STREET ADDRESS	621 71ST STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	1.4 CITY-ST-ZIP	
TITLE	VCD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	RUSKIN, LLOYD L	2.2 NAME	S
STREET ADDRESS	621 71ST STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	2.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MULTACK, WILLIAM E	3.2 NAME	C
STREET ADDRESS	621 71ST STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	3.4 CITY-ST-ZIP	
TITLE	SD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIDSON, ISABEL	4.2 NAME	
STREET ADDRESS	621 71ST STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	4.4 CITY-ST-ZIP	
TITLE	SD <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUSKIN, CANDACE	5.2 NAME	
STREET ADDRESS	621 71ST STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	5.4 CITY-ST-ZIP	
TITLE	SD <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MULTACK, JO ELLEN	6.2 NAME	
STREET ADDRESS	621 71ST STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	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:  DATE: **4/25/97** (305) 865-4482
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)