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May 05 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



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

DOCUMENT # P94000012972 (3)

1. Corporation Name
AMERICAN RIVIERA SOUTH, INC.



Principal Place of Business Mailing Address
100 SE 2ND ST 100 SE 2ND ST
28 FLOOR 28 FLOOR
MIAMI FL 33131 MIAMI FL 33131-2100

3. Date Incorporated or Qualified **02/16/1994** 3a. Date of Last Report **08/08/1996**

21. Principal Place of Business	2a. Mailing Address	4. FEI Number 65-0483608	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. City & State	27. City & State	6. Election Campaign Financing and Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Zip	28. Zip	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
25. Country	29. Country		

9. Name and Address of Current Registered Agent KTG&S REGISTERED AGENT CORPORATION 100 SE 2ND ST 28 FLOOR MIAMI FL 33131		10. Name and Address of New Registered Agent	
81. Name			
82. Street Address (P.O. Box Number is Not Acceptable)			
83. City			
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPST <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYONS, MICHAEL D	1.2 NAME	
STREET ADDRESS	%100 S.E. 2ND ST., SUITE 2800	1.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33131	1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 13 if changed, or on an attachment with an address.

SIGNATURE _____ DATE **Apr 21 / 97** DAYTIME PHONE # **416-486-7491**

CR2E034 (9/96)