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Feb 13 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 # P94000015414 (3)

1. Corporation Name
CARROLLWOOD OAKS BAYWAY, INC.

Principal Place of Business

Mailing Address

3802 S WESTSHORE BLVD
STE 2000
TAMPA FL 33611
US

3802 S WESTSHORE BLVD
STE 2000
TAMPA FL 33611-1002
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 3802 S. Westshore Blvd.		26 3802 S. Westshore Blvd.		02/23/1994		02/13/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number		Applied For	
23 Tampa, FL		28 Tampa, FL		59-3226178		Not Applicable	
24 33611		29 33611		5. Certificate of Status Desired		8.75 Additional Fee Required	
25 USA		30 USA		6. Election Campaign Financing		5.00 May Be Added to Fees	
				Trust Fund Contribution			
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MILLER, MARK E
101 E KENNEDY BLVD
STE 2000
TAMPA FL 33602-5133

81 Name	Miller, Mark E.
82 Street Address (P.O. Box Number is Not Acceptable)	3802 S. Westshore Blvd.
83	
84 City	Tampa
85 Zip Code	FL 33611

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

1/23/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZARITSKY, STEVEN R	1.2 NAME	
STREET ADDRESS	4924 ANDROS DR	1.3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL 33629	1.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, MARK E	2.2 NAME	Miller, Mark
STREET ADDRESS	101 E KENNEDY BLVD #2000	2.3 STREET ADDRESS	3802 S. Westshore Blvd.
CITY - ST - ZIP	TAMPA FL 33602-5133	2.4 CITY - ST - ZIP	Tampa, FL 33611
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOLFSON, MARK J	3.2 NAME	
STREET ADDRESS	100 N TAMPA ST #2700	3.3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL 33602	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 Block 13 if changed, or on an attachment with an address.

SIGNATURE

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-02/13/97--01044--044
***165.00

1/23/97 (813) 839-

CR2E034 (9/96)