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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 # P94000094143 (2)

1. Corporation Name
OCEAN GROVE, INC.



Principal Place of Business 2601 S BAYSHORE DR 9TH FLOOR MIAMI FL 33133-5461	Mailing Address 2601 S BAYSHORE DR 9TH FLOOR MIAMI FL 33133-5412
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3. Date Incorporated or Qualified 12/30/1994	3a. Date of Last Report 04/16/1996
4. FEI Number 65-0547286	Applied For <input type="checkbox"/> 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

9. Name and Address of Current Registered Agent

LANGLEY, MARCIA H
2601 S BAYSHORE DR
9TH FLOOR
MIAMI FL 33133-5461

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	MIAMI
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 DATE: 4-11-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	VSD
NAME	RUTHERFORD, J L	1.2 NAME	GOLDMAN, JOEL K.
STREET ADDRESS	2601 S BAYSHORE DR	1.3 STREET ADDRESS	2601 S. BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133-5461	1.4 CITY-ST-ZIP	MIAMI FL 33133
TITLE	VD	2.1 TITLE	VIAS
NAME	JEFFREY, THOMAS W	2.2 NAME	LANGLEY, MARCIA H.
STREET ADDRESS	2601 S BAYSHORE DR	2.3 STREET ADDRESS	2601 S. BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133-5461	2.4 CITY-ST-ZIP	MIAMI FL 33133
TITLE	VAS	3.1 TITLE	V/C/AS
NAME	GOLDMAN, JOEL K.	3.2 NAME	CARLETON, CALLIS N
STREET ADDRESS	2601 S BAYSHORE DR	3.3 STREET ADDRESS	2601 S. BAYSHORE DR
CITY-ST-ZIP	MIAMI FL 33133-5461	3.4 CITY-ST-ZIP	MIAMI FL 33133
TITLE	VSD	4.1 TITLE	
NAME	LANGLEY, MARCIA H	4.2 NAME	
STREET ADDRESS	2601 S BAYSHORE DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33133-5461	4.4 CITY-ST-ZIP	
TITLE	VT	5.1 TITLE	
NAME	FISCHER, JOHN H	5.2 NAME	
STREET ADDRESS	2601 S BAYSHORE DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33133-5461	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	CARLETON, CALLIS N.	6.2 NAME	
STREET ADDRESS	2601 S BAYSHORE DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33133-5461	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 DATE: 4-11-97 DAYTIME PHONE: 305-859-4071

CR2E034 (9/96)