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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P95000004938 (3)

1. Corporation Name

PORTOFINO REALTY, INC.



Principal Place of Business

446 COLLINS AVENUE
MIAMI BEACH FL 33139

Mailing Address

446 COLLINS AVENUE
MIAMI BEACH FL 33139

3. Date Incorporated or Qualified

01/19/1995

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

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Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

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30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

HART, BRIAN A
ONE SOUTHEAST THIRD AVENUE 17TH FLOOR
MIAMI FL 33131

81 Name

ROBERT THREATT

82 Street Address (P.O. Box Number is Not Acceptable)

446 COLLINS AVE.

83

84

MIAMI BEACH

FL

85

Zip Code

33139

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

Robert A. Threath

ROBERT THREATT

3/19/96

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent Signature must be in standing)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME KRAMER, THOMAS
STREET ADDRESS 446 COLLINS AVENUE
CITY-ST-ZIP MIAMI BEACH FL 33139

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NAME
STREET ADDRESS
CITY-ST-ZIP

13.

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

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

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

P, D
Thomas Kramer
446 Collins Avenue
Miami Beach FL 33139

VP
Hanau, H.
446 Collins Avenue
Miami Beach FL 33139

VPS
Nee, M.
446 Collins Avenue
Miami Beach FL 33139

VP
Colonnese, C.
446 Collins Avenue
Miami Beach FL 33139

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k) 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:

Margaret Nee

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/19/96

Date

305-532-2519

Telephone

CR2E034 (12/95)