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Secretary of State

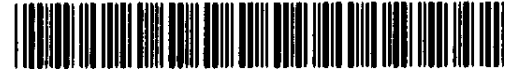
PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P95000016211 (1)

1. Corporation Name
VILLAS AL LAGO DEVELOPMENT CORP.



Principal Place of Business: 1700 GRANADA CORAL GABLES FL 33134
Mailing Address: 1700 GRANADA CORAL GABLES FL 33134-3548

3. Date Incorporated or Qualified: 02/28/1995
3a. Date of Last Report: 02/12/1996

2. Principal Place of Business (21-24) and Mailing Address (2a-24) details including Suite, Apt. #, City & State, Zip, and Country. Includes 4. FEI Number (65-0574751) and 5. Certificate of Status Desired (\$8.75 Additional Fee Required).

9. Name and Address of Current Registered Agent: SARRIA, RICARDO, 1700 GRANADA, CORAL GABLES FL 33134. 10. Name and Address of New Registered Agent (81-85).

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] (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Includes fields for Title, Name, Street Address, City-ST-ZIP, and checkboxes for Delete, Change, and Addition.

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: [Signature] Vice-President Date: 2/17/97 Daytime Phone: 441-9412

CR2E034 (9/96)