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FILED

**Apr 22 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 # P95000056494 (4)

1. Corporation Name
GOLDWATER REALTY III, INC.



Principal Place of Business
**1874 WEST AVENUE
MIAMI BEACH FL 33139**

Mailing Address
**1874 WEST AVENUE
MIAMI BEACH FL 33139-1432**

3. Date Incorporated or Qualified 07/20/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 65-0602877	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 Country	28 Zip Country
24 Zip	29 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

81 Name **SONNY Z. FELLIG**

82 Street Address (P.O. Box Number is Not Acceptable)
1874 West Avenue

83 **MIAMI BEACH, FL 33139**

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 and accept the obligations of, Section 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS

TITLE	PD <input type="checkbox"/> DELETE
NAME	FELLIG, SONNY Z
STREET ADDRESS	1874 WEST AVENUE
CITY - ST - ZIP	MIAMI BEACH FL 33139
TITLE	VD <input type="checkbox"/> DELETE
NAME	FELLIG, SOLOMON
STREET ADDRESS	1874 WEST AVENUE
CITY - ST - ZIP	MIAMI BEACH FL 33139
TITLE	STD <input type="checkbox"/> DELETE
NAME	FELLIG, CHRISTINE
STREET ADDRESS	1874 WEST AVENUE
CITY - ST - ZIP	MIAMI BEACH FL 33139
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

<input type="checkbox"/> Change <input type="checkbox"/> Addition
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
<input type="checkbox"/> Change <input type="checkbox"/> 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: **SONNY Z. FELLIG** **4/15/97** **305 535-8257**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)