FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT
CORPORATION
ANNUAL REPORT
1998

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

FILED
98 MAY -1 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P95000081174

1. Corporation Name
GRANDE VILLAS CORP.

Principal Place of Business
88 New Dorp Plaza
Suite 205
Staten Island, N.Y. 10306

Mailing Address
88 New Dorp Plaza
Suite 205
Staten Island, N.Y.
10306

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/23/95

4. FEI Number: [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [X] No

2. Principal Place of Business	2a. Mailing Address
21 88 New Dorp Plaza	26
Suite, Apt. # etc. 22 Suite 205	Suite, Apt. # etc. 27
City & State 23 Staten Island, N.Y.	City & State 28
Zip 24 10306 Country 25 USA	Zip 29 Country 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name: Capital Connection, Inc.
82 Street Address (P.O. Box Number is Not Acceptable): 417 E. Virginia St.
83 Suite 1
84 City: Tallahassee FL 85 Zip Code: 32301

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: Weimar Lopez for Capital Connection 4/28/98
(Signature of New Registered Agent, if changing) (Name of New Registered Agent, if changing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P [ ] DELETE	11 TITLE	[ ] Change [ ] Addition
NAME	John Merolo	12 NAME	
STREET ADDRESS	88 New Dorp Plaza, Suite 205	13 STREET ADDRESS	400002515484--6
CITY-ST-ZIP	Staten Island, N.Y. 10306	14 CITY-ST-ZIP	-05/07/98--01076--023
TITLE	D [ ] DELETE	21 TITLE	****150.00 [ ] Change [ ] Addition ****150.00
NAME	Anna Sgc	22 NAME	
STREET ADDRESS	South Maureen Drive P.O. Box 815 NIA	23 STREET ADDRESS	
CITY-ST-ZIP	Inverness, FL. 34451	24 CITY-ST-ZIP	
TITLE	[ ] DELETE	31 TITLE	[ ] Change [ ] Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	[ ] DELETE	41 TITLE	[ ] Change [ ] Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	[ ] DELETE	51 TITLE	[ ] Change [ ] Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	[ ] DELETE	61 TITLE	[ ] Change [X] Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

100 6/1/98

14. I 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 report or supplemental 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 added above.

SIGNATURE: John Merolo, President 4/29/98
(SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR) Date

Daytime Phone #

CR2E034 (10/97)