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Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1998

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

DOCUMENT # P95000088631

1. Corporation Name
R & F REAL ESTATE HOLDINGS, INC.

Principal Place of Business	Mailing Address
901 Ponce De Leon Blvd., Suite 601 Coral Gables, Florida 33134	901 Ponce De Leon Blvd., Suite 601 Coral Gables, Florida 33134

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

3. Date Incorporated or Qualified: 11/20/95
3a. Date of Last Report: 2/21/97
4. FEI Number: APPLIED FOR 65-0837851 — [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 has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
Frank J. Segredo, Esquire 901 Ponce De Leon Blvd., Suite 601 Coral Gables, Florida 33134	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 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. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: (If changing registered agent, type or print name of registered agent and title if applicable) (NOTE: Registered Agent signature required when changing) DATE

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE P NAME Rosenthal, Edwin M STREET ADDRESS 600 N.E. 36th Street, PH2 CITY-ST-ZIP Miami, Florida 33137 [ ] DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP [ ] Change [ ] Addition
TITLE VP-T NAME Ramos, Hector STREET ADDRESS 600 N.E. 36th Street, PH2 CITY-ST-ZIP Miami, Florida 33137 [ ] DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP [ ] Change [ ] Addition
TITLE S NAME Rosenthal, Norma STREET ADDRESS 600 N.E. 36th Street, PH2 CITY-ST-ZIP Miami, Florida 33137 [ ] DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP [ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP [ ] DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP [ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP [ ] DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP [ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP [ ] DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP [ ] Change [ ] Addition

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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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date