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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000090899

1. Corporation Name
FRANKEL ESTATE HOMES, INC.

Principal Place of Business: 1200 Clint Moore Road, Bay 15 Boca Raton, FL. 33487
Mailing Address: 1200 Clint Moore Road, Bay 15 Boca Raton, FL. 33487

2. Date Incorporated or Qualified: 11-27-1995

4. FEI Number: 65-0637915

6. Certificate of Status Desired: **IX** \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent:
**POPKIN, SHURPIN & MACCARI, P.A.
2499 GLADES ROAD, SUITE 114
BOCA RATON, FL. 33431**

10. Name and Address of New Registered Agent:
51 Name: **Kimberly L. Barbar, c/o Shutts & Bowen, LLP.**
52 Street Address (P.O. Box Number is Not Acceptable): **200 E. Broward Blvd., Suite # 2000**
53 City: **Fort Lauderdale, FL 33301**
54 City: **FL** 55 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: _____ (Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent's signature required when relinquishing)) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: D	<input type="checkbox"/> DELETE	11 TITLE: D/P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Add
NAME: FRANKEL, VICTOR		12 NAME: FRANKEL, VICTOR	
STREET ADDRESS: 1200 CLINT MOORE ROAD, BAY 15		13 STREET ADDRESS: 1200 CLINT MOORE ROAD, BAY 15	
CITY-ST-ZIP: BOCA RATON, FL. 33487		14 CITY-ST-ZIP: BOCA RATON, FL. 33487	
TITLE:	<input type="checkbox"/> DELETE	21 TITLE: VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Add
NAME:		22 NAME: FRANKEL, LAWRENCE	
STREET ADDRESS:		23 STREET ADDRESS: 1200 CLINT MOORE ROAD, BAY 15	
CITY-ST-ZIP:		24 CITY-ST-ZIP: BOCA RATON, FL. 33487	
TITLE:	<input type="checkbox"/> DELETE	31 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		32 NAME:	
STREET ADDRESS:		33 STREET ADDRESS:	
CITY-ST-ZIP:		34 CITY-ST-ZIP:	
TITLE:	<input type="checkbox"/> DELETE	41 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		42 NAME: 200002892562--4	
STREET ADDRESS:		43 STREET ADDRESS: -06/02/99--01054--003	
CITY-ST-ZIP:		44 CITY-ST-ZIP: *****78.75 *****78.75	
TITLE:	<input type="checkbox"/> DELETE	51 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		52 NAME:	
STREET ADDRESS:		53 STREET ADDRESS:	
CITY-ST-ZIP:		54 CITY-ST-ZIP:	
TITLE:	<input type="checkbox"/> DELETE	61 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Add
NAME:		62 NAME:	
STREET ADDRESS:		63 STREET ADDRESS:	
CITY-ST-ZIP:		64 CITY-ST-ZIP:	

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 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 liquidator empowered to prepare 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, without other like empowerment.

SIGNATURE: VICTOR FRANKEL DATE: May 11, 1999