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FILED
May 05 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 # P96000051950 (9)

1. Corporation Name

BROOKMAN-FELS AT COUNTRY CLUB ESTATES, INC.

Principal Place of Business

5901 S.W. 111 STREET
MIAMI FL 33156

Mailing Address

5901 S.W. 111 STREET
MIAMI FL 33156-4104

2. Principal Place of Business

21 Suite, Apt. **BROOKMAN-FELS**
22 **3800 S. OCEAN DR., SUITE G-9**
23 City **HOLLYWOOD, FL 33019**
24 Zip Country

2a. Mailing Address

26 Suite, Apt. **BROOKMAN-FELS**
27 **3800 S. OCEAN DR., SUITE G-9**
28 City **HOLLYWOOD, FL 33019**
29 Zip Country

3. Date Incorporated or Qualified
06/18/1996

3a. Date of Last Report

4. FEI Number

65-0685044

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

SAVAGE, CRAIG D
801 N.E. 167TH STREET
SUITE 302
NORTH MIAMI FL 33182

10. Name and Address of New Registered Agent

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

Signature typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

| | | |
|----------------|----------------------|--------|
| TITLE | SD | DELETE |
| NAME | LEVY, MICHAEL | |
| STREET ADDRESS | 5901 S.W. 111 STREET | |
| CITY-ST-ZIP | MIAMI FL | |
| TITLE | PD | DELETE |
| NAME | FELS, JON | |
| STREET ADDRESS | 5901 SW 111 STREET | |
| CITY-ST-ZIP | MIAMI FL | |
| TITLE | | DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | | |
|-------------------|-----------------------|--------|----------|
| 11 TITLE | VD | Change | Addition |
| 12 NAME | BERNARD OFFENBERG | | |
| 13 STREET ADDRESS | 3800 S. OCEAN DR. G-9 | | |
| 14 CITY-ST-ZIP | HOLLYWOOD FL. 33019 | | |
| 21 TITLE | | Change | Addition |
| 22 NAME | | | |
| 23 STREET ADDRESS | | | |
| 24 CITY-ST-ZIP | | | |
| 31 TITLE | | Change | Addition |
| 32 NAME | | | |
| 33 STREET ADDRESS | | | |
| 34 CITY-ST-ZIP | | | |
| 41 TITLE | | Change | Addition |
| 42 NAME | | | |
| 43 STREET ADDRESS | | | |
| 44 CITY-ST-ZIP | | | |
| 51 TITLE | | Change | Addition |
| 52 NAME | | | |
| 53 STREET ADDRESS | | | |
| 54 CITY-ST-ZIP | | | |
| 61 TITLE | | Change | Addition |
| 62 NAME | | | |
| 63 STREET ADDRESS | | | |
| 64 CITY-ST-ZIP | | | |

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:

Bernard Offenbergs UP 9/25/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

954-455-2700

CR2E034 (9/96)