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**Apr 25 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 # P96000058710 (0)
1. Corporation Name
BROOK HOUSE PROPERTIES, INC.



Principal Place of Business Mailing Address
**877 EXECUTIVE CENTER DRIVE WEST
SUITE 303 GLADES BUILDING
ST. PETERSBURG FL 33702**

3. Date Incorporated or Qualified **07/12/1996** 3a. Date of Last Report
4. FEI Number **Applied For** 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

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 25 29 30

9. Name and Address of Current Registered Agent
**MASCARA, ERNEST L
877 EXECUTIVE CENTER DRIVE WEST
SUITE 303 GLADES BUILDING
ST. PETERSBURG FL 33702**

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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MASCARA, ERNEST L	
STREET ADDRESS	877 EXECUTIVE CENTER DRIVE WEST	
CITY - ST - ZIP	ST. PETERSBURG FL 33702	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
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

1.1 TITLE	DPST	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Janet C. Levenson	
1.3 STREET ADDRESS	1753-D Belleair Forest Dr.	
1.4 CITY - ST - ZIP	Belleair, Florida 34616	
2.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Michael C. Levenson	
2.3 STREET ADDRESS	1753-D Belleair Forest Dr.	
2.4 CITY - ST - ZIP	Belleair, Florida 34616	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE	500002143275	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	-04/15/97--01024--007	
6.3 STREET ADDRESS	***330.00	
6.4 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:  **Richard C. Levenson** 3 28 97 813 584 9466
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)