


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

1

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

DOCUMENT # P97000003836 (8)	
1. Corporation Name CLEARBROOK PROPERTIES, INC.	
Principal Place of Business 10 FAIRWAY DRIVE SUITE 305 DEERFIELD BEACH FL 33441	Mailing Address 10 FAIRWAY DRIVE SUITE 305 DEERFIELD BEACH FL 33441

3. Date Incorporated or Qualified 01/14/1997	4. FEI Number 65-0744713	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business 21. 18051 Clearbrook Circle Suite, Apt. #, etc.	2a. Mailing Address 26. 18051 Clearbrook Circle Suite, Apt. #, etc.
22. City State Boca Raton, FL	27. City State Boca Raton, FL
23. Zip Country 33498 USA	28. Zip Country 33498 USA
24. 33498	25. USA
29. 33498	30. USA

9. Name and Address of Current Registered Agent BURTON, GERALD K 10 FAIRWAY DRIVE SUITE 305 DEERFIELD BEACH FL 33441

10. Name and Address of New Registered Agent 81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 18051 Clearbrook Circle 83. 84. City Boca Raton FL 85. Zip Code 33498

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	D <input type="checkbox"/> DELETE
NAME	BERKOWITZ, MYER T
STREET ADDRESS	18083 CLEARBROOK CIRCLE
CITY-ST-ZIP	BOCA RATON FL 33498
TITLE	D <input type="checkbox"/> DELETE
NAME	BURTON, GERALD K
STREET ADDRESS	18083 CLEARBROOK CIRCLE
CITY-ST-ZIP	BOCA RATON FL 33498
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	500002702095-2
1.3 STREET ADDRESS	-12/03/98-01082-030
1.4 CITY-ST-ZIP	***\$550.00 ***\$550.00
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	18051 Clearbrook Circle
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 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. Further, I 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: Myer T. Berkowitz, V. Pres. Nov. 21, 1998 561-488-0084

(2)

**CLEARBROOK PROPERTIES, INC.
18051 CLEARBROOK CIRCLE
BOCA RATON, FL 33498**

November 20, 1998

Florida Department of State
PO Box 6327
Tallahassee, FL 32314
Attn: Reinstatement Department

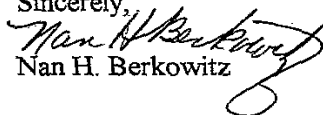
Re: Clearbrook Properties, Inc
F.E.I. # 65-0744713

To whom it may concern;

As per my conversation with your office this morning, I discovered that you did not receive our most recent correspondence. It seems that due to the many relocations of office space of Gerald K. Burton, one of the directors of Clearbrook Properties, Inc, mail was not being received in a timely manner. I understand that you have not received check # 664 dated 8/21/98 in the amount of \$550.00. I was told to resubmit the document # P97000003836 (8) with all the correct information and to reissue a check in the amount of \$550.00. I am doing so at this time. Please make note of the new principal place of business and mailing address. We anticipate this to be our address for quite some time.

Thank you for your time and help in this matter.

Sincerely,


Nan H. Berkowitz