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May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000013077 (7)
1. Corporation Name
GRAND HAVEN GOLF CORP.



Principal Place of Business C/O LOWE ENTERPRISES, INC. 11777 SAN VICENTE BLVD. SUITE 900 LOS ANGELES CA 90049	Mailing Address C/O LOWE ENTERPRISES, INC. 11777 SAN VICENTE BLVD. SUITE 900 LOS ANGELES CA 90049
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/10/1997	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-3426112		Applied For <input type="checkbox"/> Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

FL

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 the applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	Lowe, Robert J.
STREET ADDRESS		1.3 STREET ADDRESS	11777 San Vicente Blvd., #900
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Los Angeles, CA 90049
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Director/Chairman <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Prinn, Brian T.
STREET ADDRESS		2.3 STREET ADDRESS	11777 San Vicente Blvd., #900
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Los Angeles, CA 90049
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	Director/President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Leary, Theodore M., Jr.
STREET ADDRESS		3.3 STREET ADDRESS	11777 San Vicente Blvd., #900
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Los Angeles, CA 90049
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Executive VP and CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Del Franco, Peter A.
STREET ADDRESS		4.3 STREET ADDRESS	11777 San Vicente Blvd., #900
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Los Angeles, CA 90049
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Senior Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	O'Keefe, Peter R.
STREET ADDRESS		5.3 STREET ADDRESS	11777 San Vicente Blvd., #900
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Los Angeles, CA 90049
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Kenyon, Betty J.
STREET ADDRESS		6.3 STREET ADDRESS	11777 San Vicente Blvd., #900
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Los Angeles, CA 90049

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 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:

Betty J. Kenyon

Betty J. Kenyon, Sec., 4/29/98 (310) 820-6661

CR2E034 (10/97)

**GRAND HAVEN GOLF CORP.
PROFIT CORPORATION ANNUAL REPORT
OFFICERS CONTINUED**

Dana Ashton
Vice President
11777 San Vicente Blvd., #900
Los Angeles, CA 90049

James T. Cullis
Vice President
3 Waterside Parkway
Palm Coast, FL 32137

Robert D. DeVore
Vice President
3 Waterside Parkway
Palm Coast, FL 32137

John R. Hemphill
Vice President
3 Waterside Parkway
Palm Coast, FL 32137

Earl D. Hewlette, Jr.
Executive Vice President
5757 Palm Boulevard
Isle of Palms, SC 29451

Kerri A. O'Neill
Vice President
11777 San Vicente Boulevard, #900
Los Angeles, CA 90049

Salve A. Pennya
Senior Vice President and Assistant Secretary
11777 San Vicente Boulevard, #900
Los Angeles, CA 90049

William T. Wethe
Vice President and Assistant Secretary
3 Waterside Parkway
Palm Coast, FL 32137