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FILED
May 13 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000060255 (1)

1. Corporation Name
CHAI INVESTMENT CLUB, INC.



Principal Place of Business
C/O BERNARD C. PESTCOE, ESQ.
1946 TYLER ST.
HOLLYWOOD FL 33022

Mailing Address
C/O BERNARD C. PESTCOE, ESQ.
1946 TYLER ST.
HOLLYWOOD FL 33022

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/10/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0784618	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

PESTCOE, BERNARD C
C/O ATKINSON, DINER, STONE & MANKUTA, P.A.
1946 TYLER ST.
HOLLYWOOD FL 33022

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

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	D
NAME	PATRICIA ALPERT	1.2 NAME	BARRY ALPERT
STREET ADDRESS	4590 N.W. 93 DORAL COURT	1.3 STREET ADDRESS	4590 N.W. 93 DORAL COURT
CITY-ST-ZIP	MIAMI, FL 33178	1.4 CITY-ST-ZIP	MIAMI, FL 33178
TITLE	VP	2.1 TITLE	
NAME	LOUIS BENNETT	2.2 NAME	
STREET ADDRESS	2569 MAYFAIR LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON, FL 33327	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	BELLE DERNIS	3.2 NAME	
STREET ADDRESS	8101 S.W. 139 TERR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 33158	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	
NAME	JOEL SPARKES	4.2 NAME	
STREET ADDRESS	2653 NELSON CT.	4.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON, FL 33332	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	BERNARD C. PESTCOE	5.2 NAME	
STREET ADDRESS	2638 OAKMONT	5.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON, FL 33332	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	GARY JOSEPH	6.2 NAME	
STREET ADDRESS	2634 OAKMONT	6.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON, FL 33332	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. 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: *[Signature]* 4/26/98

CR2E034 (10/97)