

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Apr 13 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Rappaport</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P97000075625 (8)**  
 1. Corporation Name  
**SOUTH BEACH RESIDENCES, INC.**

Principal Place of Business <b>180 PINELLAS LN. STE. 101 COCOA BEACH FL 32931</b>	Mailing Address <b>180 PINELLAS LN. STE. 101 COCOA BEACH FL 32931</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>09/02/1997</b>	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>59-3475327</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
24 Country	29 Country	30		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 <b>MOSLEY, CURTIS R 1221 E. NEW HAVEN AVE. MELBOURNE FL 32901</b>		10. Name and Address of New Registered Agent	
81 Name	<b>Glenn Sundin</b>		
82 Street Address (P.O. Box Number is Not Acceptable)	<b>335 S. Plumosa Street</b>		
83 City	<b>335 S. Plumosa Street, Suite A</b>		
84 City	<b>Melrooth Island</b>	85 State	<b>FL</b>
		86 Zip Code	<b>32952</b>

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 Glenn T. Sundin DATE **4-2-98**  
Signature, typed or printed name of registered agent and time if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b>	1.1 TITLE	<b>P. D.</b>
NAME	<b>BAUGHER, ROBERT A</b>	1.2 NAME	<b>Baughner, Robert A.</b>
STREET ADDRESS	<b>180 PINELLAS LN., STE. 101</b>	1.3 STREET ADDRESS	<b>180 Pinellas Ln STE 101</b>
CITY-ST-ZIP	<b>COCOA BEACH FL 32931</b>	1.4 CITY-ST-ZIP	<b>COCOA BEACH, FL 32931</b>
TITLE		2.1 TITLE	<b>S.T.</b>
NAME		2.2 NAME	<b>Knight, Deborah L.</b>
STREET ADDRESS		2.3 STREET ADDRESS	<b>180 Pinellas Ln STE 101</b>
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<b>COCOA BEACH FL 32931</b>
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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] DATE: **2/19/98** **402-784-2318**

CR2E034 (10/97)