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).

PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham FILED ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1998 98 OCT 23 AMII: 13 **DOCUMENT #** P97000083675 (3) SECRETARY OF STATE TALLAHASSEE. FLORIDA VILLAS OF OLD TOWN CORP. Principal Place of Business Mailing Address **%HILLEL MEYERS %HILLEL MEYERS** 4875 PINETREE DRIVE 4875 PINETREE DRIVE MIAMI BEACH FL 33140 DO NOT WRITE IN THIS SPACE MIAMI BEACH FL 33140 3. Date Incorporated or Qualified 09/26/1997 2. Principal Place of Business 2a. Mailing Address Applied For 21 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional Fee Required 22 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing 23 28 Trust Fund Contribution Added to Fees Zip Country Zip Country 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes 24 25 29 30 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent 81 Name MEYERS, STEVEN M ONE BISCAYNE TOWER Street Address (P.O. Box Number is Not Acceptable) TWO SOUTH BISCAYNE BOULEVARD STE. 3550 83 MIAMI FL 33131 84 City Zip Code 85 FI 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) Signature, typed or printed name of registered agent and title if applicable ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. 1.1 TITLE Addition TITLE DELETE Change MEYERS, HILLEL 1.2 NAME NAME 4875 PINETREE DRIVE 1.3 STREET ADDRESS STREET ADDRESS MIAMI BEACH FL 33140 CITY-ST-ZIP 1.4 CITY-ST-ZIP 2.1 TITLE 700002675**26** 2-addition D TITLE DELETE MEYERS, NEIL 2.2 NAME -10/28/98--01097--022 NAME 2514 FISHER ISLAND DR. BAYSIDE VILLAGE 2.3 STREET ADDRESS ****550.00 ****550.00 STREET ADDRESS FISHER ISLAND FL 33109 2.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE 3.1 TITLE Change Addition 3.2 NAME 3.3 STREET ADDRESS STREET ADDRESS 3.4 CITY-ST-ZIP CITA-ST-ZIP 4.1 TITLE TIÁE DELETE Change Addition Addition 4.2 NAME NAME STREET ADDRESS 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP CITY-ST-ZIP 5.1 TITLE Change _ Addition TITLE DELETE 5.2 NAME NAME 5.3 STREET ADDRESS STREET ADORESS CITY-ST-ZIP 5.4 CITY-ST-ZIP 6.1 TITLE TITLE DELETE 6.2 NAME 6.3 STREET ADDRESS 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:

(2/98)CR2E034