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Mar 02, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000084434

1. Corporation Name
LAKE WHITNEY ALF, INC.

Principal Place of Business 1675 PALM BEACH LAKES BLVD. W. PALM BEACH FL 33401	Mailing Address 1675 PALM BEACH LAKES BLVD. W. PALM BEACH FL 33401
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/30/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0785954	Applied For <input type="checkbox"/> Yes <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	Country	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Zip	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

ERBEY, JOHN R
1675 PALM BEACH LAKES BLVD.
W. PALM BEACH FL 33401

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	ERBEY, WILLIAM C ERBEY
STREET ADDRESS	1675 PALM BEACH LAKES BLVD.
CITY-ST-ZIP	W. PALM BEACH FL 33401
TITLE	PRESIDENT <input type="checkbox"/> DELETE
NAME	CHRISTINE A. REICH
STREET ADDRESS	1675 PALM BEACH LAKES BLVD.
CITY-ST-ZIP	WEST PALM BEACH, FL 33401
TITLE	SECRETARY <input type="checkbox"/> DELETE
NAME	JOHN R. ERBEY
STREET ADDRESS	1675 PALM BEACH LAKES BLVD.
CITY-ST-ZIP	WEST PALM BEACH, FL 33401
TITLE	SENIOR VICE PRESIDENT <input type="checkbox"/> DELETE
NAME	JOHN R. BARNES
STREET ADDRESS	1675 PALM BEACH LAKES BLVD.
CITY-ST-ZIP	WEST PALM BEACH, FL 33401
TITLE	VICE PRES. & ASST. SECRETARY <input type="checkbox"/> DELETE
NAME	TRINI L. DONATO
STREET ADDRESS	1675 PALM BEACH LAKES BLVD.
CITY-ST-ZIP	WEST PALM BEACH, FL 33401
TITLE	VICE PRESIDENT <input type="checkbox"/> DELETE
NAME	ROBERT C. DAVIDSON
STREET ADDRESS	1675 PALM BEACH LAKES BLVD.
CITY-ST-ZIP	WEST PALM BEACH, FL 33401

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
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. 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, with all other like empowered.

SIGNATURE:  **ROBERT C. DAVIDSON, VICE PRESIDENT** Date: **2-9-99** Daytime Phone #: **561-682-8000**

CR2E034 (1/198)