

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

FILED
May 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. McRath Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000086191 (8)

1. Corporation Name
SANDCASTLES TOWNHOMES, INC.



Principal Place of Business 9582 SW 40 STREET, OFFICE #3 MIAMI FL 33165	Mailing Address 9582 SW 40 STREET, OFFICE #3 MIAMI FL 33165
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/06/1997	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 65-0792236	Applied For Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent MENENDEZ, JUAN C 9582 SW 40 STREET, OFFICE #3 MIAMI FL 33165				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	FL 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 not later than applicable		(NOTE: Registered Agent signature required when reinstating)		DATE	
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	President	Juan C. Menendez	6746 SW. 39th				
		Miami, FL 33155					
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	6.1 TITLE	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 statement of financial condition 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, and I am authorized or 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 in Block 14 if not changed.

SIGNATURE:

Juan C. Menendez 22/25/98 35-226-6726

CR2E034 (10/97)