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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 APR 27 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000042154

1. Corporation Name

MILLENNIUM BEACH CLUB REALTY, INC.

Principal Place of Business

18655 Collins Avenue
Miami Beach, Florida 33160

Mailing Address

18655 Collins Avenue
Miami Beach, Florida 33160

DO NOT WRITE IN THIS SPACE

3. Date Incorporated (or Qualified)
MAY 1, 1998

4. FEI Number
65-0842265
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. The corporation owes the current year listing tangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business
21 **7000 Island Boulevard**
Suite, Apt. #, etc.
22 **604**
City & State
23 **North Miami Beach, Florida**
Zip 24 **33160** Country 25 **USA**

2a. Mailing Address
26 **7000 Island Boulevard**
Suite, Apt. #, etc.
27 **604**
City & State
28 **North Miami Beach, Florida**
Zip 29 **33160** Country 30 **USA**

9. Name and Address of Current Registered Agent

Louis A. Supraski, Esq.
2450 N.E. Miami Gardens Drive
Second Floor
North Miami Beach, Florida 33180

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, type or print name of registered agent (and title if applicable) (Note: Required if Applicable) Date

12. OFFICERS AND DIRECTORS

TITLE	P/S/T/D	[ ] DELETE
NAME	Luis D'Agostino	
STREET ADDRESS	18655 Collins Avenue	
CITY-ST-ZIP	Miami Beach, Florida 33160	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	P /D	[X] Change [ ] Add
12 NAME	Luis D'Agostino	
13 STREET ADDRESS	7000 Island Boulevard, Suite 604	
14 CITY-ST-ZIP	North Miami Beach, Florida 33160	
21 TITLE	V/S/T /D	[ ] Change [X] Add
22 NAME	Guadalupe M. D'Agostino	
23 STREET ADDRESS	7000 Island Boulevard, Suite 604	
24 CITY-ST-ZIP	North Miami Beach, Florida 33160	
31 TITLE		[ ] Change [ ] Add
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Add
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Add
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Add
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

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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: D Vasch 4/2/99 970-376-3260
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone