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FILED
Apr 02 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # S29602 (7)

1. Corporation Name
HEARTWOOD 1, INC.



Principal Place of Business
**1750 E SUNRISE BLVD
 FT LAUDERDALE FL 33304**

Mailing Address
**1750 E SUNRISE BLVD
 FT LAUDERDALE FL 33304-3013**

3. Date Incorporated or Qualified
02/05/1991

3a. Date of Last Report
02/27/1996

4. FEI Number
65-0249344

Applied For
 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. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt #, etc.

26 Suite, Apt #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent

**CARVALHO, JEAN
 1750 E SUNRISE BLVD
 FT LAUDERDALE FL 33304**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

85 Zip Code
FL

10. Name and Address of New Registered Agent

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVAN, ALAN	1.2 NAME	
STREET ADDRESS	1750 E SUNRISE BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	1.4 CITY-ST-ZIP	
TITLE	PO <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRIECO, FRANK V	2.2 NAME	
STREET ADDRESS	1750 E SUNRISE BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABER, WILLIAM L	3.2 NAME	
STREET ADDRESS	1750 E SUNRISE BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARVALHO, JEAN	4.2 NAME	
STREET ADDRESS	1750 E SUNRISE BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	4.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EANES, JASPER	5.2 NAME	
STREET ADDRESS	1750 E SUNRISE BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABDO, JOHN E	6.2 NAME	
STREET ADDRESS	1750 E SUNRISE	6.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	6.4 CITY-ST-ZIP	

14. I do 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: *Jean Carvalho* **JEAN CARVALHO** **2/26/97** **(954) 760-5018**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)