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May 19 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 # S31668 (4) 1. Corporation Name BANK OF NORTH AMERICA REAL ESTATE HOLDINGS, INC.			
Principal Place of Business 2000 W COMMERCIAL BLVD SUITE 200 FORT LAUDERDALE FL 33304		Mailing Address 2000 W COMMERCIAL BLVD SUITE 200 FORT LAUDERDALE FL 33304	
2. Principal Place of Business 21 1750 E. Sunrise Blvd. Suite, Apt. #, etc.		2a. Mailing Address 26 1750 E. Sunrise Blvd. Suite, Apt. #, etc.	
City & State 23 Ft. Lauderdale, Fl.		City & State 28 Ft. Lauderdale, Fl.	
Zip Country 24 33304 25 U.S.		Zip Country 29 33304 30 U.S.	
9. Name and Address of Current Registered Agent VALLE, JOSE B JR 2000 W COMMERCIAL BLVD SUITE 200 FT LAUDERDALE FL 33304		10. Name and Address of New Registered Agent 81 Name Jack A. Furman 82 Street Address (P.O. Box Number is Not Acceptable) 1750 E. Sunrise Blvd. 83 84 City Ft. Lauderdale FL 85 Zip Code 33304	
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: <i>Jose B. Valle</i> DATE: 3-26-97 (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS			
TITLE	STD	NAME	VALLE, JOSE B JR
STREET ADDRESS			2000 W COMMERCIAL BLVD
CITY-ST-ZIP			FT LAUDERDALE FL
TITLE	CD	NAME	WIENER, A. B.
STREET ADDRESS			2000 W COMMERCIAL BLVD
CITY-ST-ZIP			FT LAUDERDALE FL
TITLE	PD	NAME	SCHAEFER, PAUL
STREET ADDRESS			2000 W COMMERCIAL BLVD
CITY-ST-ZIP			FT LAUDERDALE FL
TITLE	VP	NAME	RODRIGUEZ, CECILIO M
STREET ADDRESS			2000 W. COMMERCIAL BLVD.
CITY-ST-ZIP			FORT LAUDERDALE FL
TITLE		NAME	
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		NAME	
STREET ADDRESS			
CITY-ST-ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	Director	1.2 NAME	Alan B. Levan
1.3 STREET ADDRESS	1750 E. Sunrise Blvd.	1.4 CITY-ST-ZIP	Ft. Lauderdale, Fl. 33304
2.1 TITLE	Director / President	2.2 NAME	Frank V. Grieco
2.3 STREET ADDRESS	1750 E. Sunrise Blvd.	2.4 CITY-ST-ZIP	Ft. Lauderdale, Fl. 33304
3.1 TITLE	Vice President	3.2 NAME	William Aber
3.3 STREET ADDRESS	1750 E. Sunrise Blvd	3.4 CITY-ST-ZIP	Ft. Lauderdale, Fl. 33304
4.1 TITLE	Secretary	4.2 NAME	Jean Carvalho
4.3 STREET ADDRESS	1750 E. Sunrise Blvd.	4.4 CITY-ST-ZIP	Ft. Lauderdale, Fl. 33304
5.1 TITLE	Treasurer	5.2 NAME	Jasper Eanes
5.3 STREET ADDRESS	1750 E. Sunrise Blvd.	5.4 CITY-ST-ZIP	Ft. Lauderdale, Fl. 33304
6.1 TITLE		6.2 NAME	
6.3 STREET ADDRESS		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, changed, or on an attachment with an address. SIGNATURE: <i>Jasper Eanes</i> DATE: 3-27-97 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			



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