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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # S31828

(4)

1. Corporation Name

OCALA HILLS, INC.

Principal Place of Business

1000 ISLAND BLVD.
#2204
NORTH MIAMI BEACH FL 33160

Mailing Address

1000 ISLAND BLVD.
#2204
NORTH MIAMI BEACH FL 33160



2. Principal Place of Business

21 State, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 State, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

DIFILIPPI, MICHELLE T.
4000 INTERNATIONAL PLACE
100 S.E. SECOND STREET
MIAMI FL 33131

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 607.002 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, thereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.002, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE PVST
NAME ALTER, HOWARD
STREET ADDRESS 10800 BISCAYNE BLVD., SUITE 705
CITY-STATE-ZIP N. MIAMI FL 33161

TITLE D
NAME KRUSS, PAUL
STREET ADDRESS 1000 ISLAND BLVD., SUITE 2204
CITY-STATE-ZIP N. MIAMI BEACH FL 33160

TITLE D
NAME KRUSS, LAURIE
STREET ADDRESS 1000 ISLAND BLVD., SUITE 2204
CITY-STATE-ZIP N. MIAMI BEACH FL 33160

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME

13 STREET ADDRESS

14 CITY-STATE-ZIP

15 TITLE Change Addition

16 NAME

17 STREET ADDRESS

18 CITY-STATE-ZIP

19 TITLE Change Addition

20 NAME

21 STREET ADDRESS

22 CITY-STATE-ZIP

23 TITLE Change Addition

24 NAME

25 STREET ADDRESS

26 CITY-STATE-ZIP

27 TITLE Change Addition

28 NAME

29 STREET ADDRESS

30 CITY-STATE-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption status in Section 119.07(9)(a), Florida Statutes. I further certify that the information indicated on this annual report or system change 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 person or persons authorized 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 added) in this filing with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/8/96

305-899-8001

CR2E034 (12/95)