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Mar 03 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/13/1991	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0581716	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent DIFILIPPI, MICHELLE T. 4000 INTERNATIONAL PLACE 100 S.E. SECOND STREET MIAMI FL 33131		10. Name and Address of New Registered Agent	
		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		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 and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PVST	1.1 TITLE	
NAME	ALTER, HOWARD	1.2 NAME	
STREET ADDRESS	12555 BISC BLVD, STE 711	1.3 STREET ADDRESS	
CITY-ST-ZIP	N. MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	KRUSS, PAUL	2.2 NAME	
STREET ADDRESS	1000 ISLAND BLVD., SUITE 2204	2.3 STREET ADDRESS	
CITY-ST-ZIP	N. MIAMI BEACH FL 33160	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	KRUSS, LAURIE	3.2 NAME	
STREET ADDRESS	1000 ISLAND BLVD., SUITE 2204	3.3 STREET ADDRESS	
CITY-ST-ZIP	N. MIAMI BEACH FL 33160	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 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; that I am the recorder 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 in an attachment with an address.

SIGNATURE:

Howard Alter

PRESIDENT

2-18-98 1800-645-5496

CR2E034 (10/97)