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Apr 21 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 # S49178 (4)
1. Corporation Name
BRIARWOOD MANAGEMENT CORP.



DO NOT WRITE IN THIS SPACE

Principal Place of Business

Mailing Address

6622 SERENA LANE
BOCA RATON FL 33433

6622 SERENA LANE
BOCA RATON FL 33433

2. Principal Place of Business

2a. Mailing Address

21 15208 Tall Oak Avenue

26 15208 Tall Oak Avenue

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23 Delray Beach, Florida

28 Delray Beach, Florida

Zip

Country

Zip

Country

24 33446

25 U.S.

29 33446

30 U.S.

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GUSRAE, BERT L
6622 SERENA LANE
BOCA RATON FL 33433

81 Name
Bert L. Gusrae

82 Street Address (P.O. Box Number is Not Acceptable)
15208 Tall Oak Avenue

83

84 City
Delray Beach

FL

85 Zip Code
33446

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

Bert L. Gusrae

3/16/98

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME GUSRAE, BERT L.
STREET ADDRESS 6622 SERENA LANE
CITY-ST-ZIP BOCA RATON FL

1.1 TITLE D
1.2 NAME Bert L. Gusrae
1.3 STREET ADDRESS 15208 Tall Oak Avenue
1.4 CITY-ST-ZIP Delray Beach, FL 33446

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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 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, on an attachment with an address.

SIGNATURE Bert L. Gusrae 3/16/98 (561) 628-1775

CR2E034 (10/97)