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Mar 16 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S55280 (9)  
1. Corporation Name  
VILLAS AT JOSEY-DALLAS, INC.

Principal Place of Business BROAD & CASSEL 7777 GLADES RD. #300 BOCA RATON FL 33434 US	Mailing Address BROAD & CASSEL 7777 GLADES RD. #300 BOCA RATON FL 33434 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/28/1991	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 98-0119575	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	\$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.	Yes No

9. Name and Address of Current Registered Agent

DEUTCH, JEFFREY A. ESO  
7777 GLADES RD.  
SUITE 300  
BOCA RATON FL 33434

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	PSD	1.1 TITLE	
NAME	POMERANTZ, SAUL	1.2 NAME	
STREET ADDRESS	8600 DECARIE BLVD, SUITE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	TOWN OF MOUNT ROYAL QC	1.4 CITY-ST-ZIP	
TITLE	TVD	2.1 TITLE	
NAME	GATTINGER, FRANKLIN	2.2 NAME	
STREET ADDRESS	8600 DECARIE BLVD., SUITE 200	2.3 STREET ADDRESS	
CITY-ST-ZIP	TOWN OF MOUNT ROYAL QC	2.4 CITY-ST-ZIP	
TITLE	VASD	3.1 TITLE	
NAME	POMERANTZ, TERRY	3.2 NAME	
STREET ADDRESS	8600 DECARIE BLVD SUITE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	TOWN OF MOUNT ROYAL QC	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 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: Frank Gattinger

March 1, 1998 (514) 341-8600

CR2E034 (10/97)