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Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # V07583 (0)

1. Corporation Name
AMERICAN REAL ESTATE INSTITUTE, INC.



Principal Place of Business: 255 S ORANGE AVE. 6TH FLOOR ORLANDO FL 32801 US
Mailing Address: 255 S ORANGE AVE. 6TH FLOOR ORLANDO FL 32801-3445 US

3. Date Incorporated or Qualified: 01/17/1992
3a. Date of Last Report: 04/20/1996
4. FEI Number: 59-3108090
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25
2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
PINO, LAURENCE J.
255 S. ORAGNE AVE.
6TH FLOOR
ORLANDO FL 32801

10. Name and Address of New Registered Agent
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 607.0502 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS
TITLE: PDT
NAME: PINO, LAURENCE J
STREET ADDRESS: 255 S. ORANGE AVE. 6TH FLOOR
CITY-ST-ZIP: ORLANDO FL 32801
[] DELETE
TITLE: D
NAME: WILSON, PATRICIA T
STREET ADDRESS: 255 S. ORANGE AVE. 6TH FLOOR
CITY-ST-ZIP: ORLANDO FL 32801
[] DELETE
[] DELETE
[] DELETE
[] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: [] Change [] Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE: S [X] Change [] Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE: [] Change [] Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE: [] Change [] Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE: [] Change [] Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE: [] Change [] Addition
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 if changed, or on an attachment with an address.

SIGNATURE: _____ SIGNATURE REQUIRED
Date: 3-24-97 Daytime Phone #: 407-425-7831

CR2E034 (9/96)