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**Feb 05 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # P93000071282 (6)

1. Corporation Name
AGS REAL ESTATE HOLDINGS, INC.



Principal Place of Business
**16445 COLLINS AVE
UNIT 721
MIAMI BEACH FL**

Mailing Address
**407 LINCOLN RD.
-STE-2G-
MIAMI BEACH FL 33139-3018
-US-**

3. Date Incorporated or Qualified **10/14/1983** 3a. Date of Last Report **01/23/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26 6075 SUNSET DRIVE	65-0445236	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27 STE. 201		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
23	28 S. MIAMI, FL.		
Zip	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24	25	29 33143	30 USA

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
JEROME GROSSMAN 407 LINCOLN ROAD STE-2G MIAMI BEACH FL 33139		81 Name	JEROME GROSSMAN
		82 Street Address (P.O. Box Number is Not Acceptable)	6075 SUNSET DRIVE (STE. 201)
		83	
		84 City	S. MIAMI FL 85 Zip Code 33143

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]* DATE: **2/1/97**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DA SILVA, SALUSTIANO C	1.2 NAME	
STREET ADDRESS	16445 COLLINS AVE UNIT 721	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DA SILVA, ELIDIA H	2.2 NAME	
STREET ADDRESS	16445 COLLINS AVE UNIT 721	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GROSSMAN, JEROME	3.2 NAME	GROSSMAN, JEROME
STREET ADDRESS	407 LINCOLN RD. STE-2G	3.3 STREET ADDRESS	6075 SUNSET DRIVE (STE. 201)
CITY-ST-ZIP	MIAMI BEACH FL 33139	3.4 CITY-ST-ZIP	S. MIAMI, FL. 33143
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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]* DATE: **2/1/97** DAYTIME PHONE #: **(305) 662-6772**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)