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Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90008 002 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P98000052945

1. Corporation Name
FALLS RACING STABLES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 3170 S OCEAN BLVD, PALM BEACH FL 33480
 Mailing Address: % DENHOLTZ ASSOCIATES, 337 EAST INDIANTOWN ROAD, SUITE 8, JUPITER FL 33477

3. Date Incorporated or Qualified: 06/12/1998

2. Principal Place of Business: 21
 2a. Mailing Address: 26

4. FEI Number: 65-0843614
 Applied For: Not Applicable

Suite, Apt. #, etc.: 22
 27

5. Certificate of Status Desired: \$8.75 Additional Fee Required

City & State: 23
 28

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

Zip: 24
 Country: 25
 29
 30

8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GERSON, GARY N
 1645 PALM BEACH LKS BLVD STE 1200
 WEST PALM BEACH FL 33401

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

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	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
D	DENHOLTZ, JACK W	3170 S OCEAN BLVD	PALM BEACH FL 33480	<input type="checkbox"/>
D	PALTER, BURTON M	2000 S OCEAN BLVD STE 5078	PALM BEACH FL 33480	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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, or on an attachment with an address, with all other like empowered.

SIGNATURE:

[Signature]
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/14/99
 Date

261-743-8900
 Daytime Phone #

CR2E034 (11/98)