

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 30 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 271739 (5)

1. Corporation Name
BEAR'S DEN GROVE, INC.



Principal Place of Business 505 AVE. "A" N.W., SUITE 306 SUITE 209 WINTER HAVEN FL 33882-1112 US	Mailing Address 505 AVE. "A" N.W., SUITE 306 SUITE 209 WINTER HAVEN FL 33881-4636 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 07/10/1963	3a. Date of Last Report 04/26/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-1010032	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country
9. Name and Address of Current Registered Agent		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent RALEY, WILLIAM L 505 AVE. "A" N.W., SUITE 306 WINTER HAVEN FL 33882		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 _____ (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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RALEY, WILLIAM L.	1.2 NAME	
STREET ADDRESS	505 AVE A, NW STE 209	1.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN, FL 00000	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RALEY, THELMA C.	2.2 NAME	
STREET ADDRESS	505 AVE A, NW STE 209	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN, FL 00000	2.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RALEY, LINDSAY W., JR.	3.2 NAME	
STREET ADDRESS	105 AVE A, NW STE 209	3.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN, FL 00000	3.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RALEY, FRANCIS	4.2 NAME	
STREET ADDRESS	505 AVE A, NW STE 209	4.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN FL	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)(f), 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 justice empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 in changed or on an attachment with an address.

SIGNATURE: **Lindsay W. Raley, Jr.** /24/97 (941) 294-7523

CR2E034 (9/96)