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FILED
May 07 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 # 392982 (5)
 1. Corporation Name
SANDPIPER LOFT, INC.



Principal Place of Business: **SANDPIPER LOFT INC. 31 OCEAN REEF DR KEY LARGO FL 33037 US**
 Mailing Address: **SANDPIPER LOFT INC. 31 OCEAN REEF DR KEY LARGO FL 33037-5210 US**

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.

3. Date Incorporated or Qualified: **12/20/1971**
 3a. Date of Last Report: **06/14/1996**
 4. FEI Number: **59-1406613**
 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

9. Name and Address of Current Registered Agent: **REYNOLDS, WINIFRED S INDIAN MOUNT TRAIL TAVERNIER FL**
 10. Name and Address of New Registered Agent (81-85) fields: Name, Street Address, City, State (FL), 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 transferring) DATE: _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|---|
| TITLE | PST <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | REYNOLDS, WINIFRED | 1.2 NAME | |
| STREET ADDRESS | 159 INDIANMOUND TRAIL | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | TAVERNIER, FL 00000 | 1.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | REYNOLDS, WINIFRED | 2.2 NAME | |
| STREET ADDRESS | 159 INDIANMOUND TRAIL | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | TAVERNIER, FL 00000 | 2.4 CITY-ST-ZIP | |
| TITLE | VPD <input checked="" type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | REYNOLDS, R.J. | 3.2 NAME | |
| STREET ADDRESS | 159 INDIANMOUND TRAIL | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | TAVERNIER, FL 0 | 3.4 CITY-ST-ZIP | |
| TITLE | VPD <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | PERDUE, BARBARA | 4.2 NAME | |
| STREET ADDRESS | OCEAN REEF CLUB, BX 100B | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | KEY LARGO FL | 4.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | FERNANDEZ, SANDRA | 5.2 NAME | |
| STREET ADDRESS | 334 MAHOGANY | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | KEY LARGO FL | 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: *[Handwritten Signature]* **April 8-97-305-312-3123**

CR2E034 (9/96)