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Apr 02 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 # 407770

1. Corporation Name
BERLEENE, INC.

Principal Place of Business Mailing Address
400 S. Oceanshore Blvd. P.O. Box 848
Flagler Beach, FL 32136 Flagler Beach, FL
32136

3. Date Incorporated or Qualified **09/29/1972** 3a. Date of Last Report **1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 400 S. Oceanshore Blvd	26 P.O. Box 848	59-1418655	Not Applicable
22 State Apt. #, etc.	27 Suite, Apt. #, etc.	5. Certificate of Status Desired	<input checked="" type="checkbox"/> \$8.75 Additional Fee Required
23 Flagler Beach, FL	28 Flagler Beach, FL	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24 32136	25 Country	29 32136	30 Country
24 32136	25	29 32136	30

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
Bernard C. Frassrand 400 S. Oceanshore Blvd. Flagler Beach, FL 32136		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P/D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Frassrand, Bernard C.	1.2 NAME	
STREET ADDRESS	300 Palm Circle	1.3 STREET ADDRESS	
CITY, ST, ZIP	Flagler Beach, FL 32136	1.4 CITY-ST-ZIP	
TITLE	V/S <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Forehand, Zoe B.	2.2 NAME	
STREET ADDRESS	1431 S. Flagler Ave.	2.3 STREET ADDRESS	
CITY, ST, ZIP	Flagler Beach, FL 32136	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY, ST, ZIP		3.4 CITY-ST-ZIP	
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	

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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 included 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 by the chairman of the board of directors 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 as an attachment with an address.

SIGNATURE: Bernard C. Frassrand **Bernard C. Frassrand** 3/31/97 (904) 439-2230
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)