

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

FILED

Apr 23 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 # 428374 (3)
1. Corporation Name:
FIFTH GEAR INC.

Principal Place of Business
3304 SAWGRASS VILLAGE CR
PONTE VEDRA BCH FL 32082

Mailing Address
3304 SAWGRASS VILLAGE CR
PONTE VEDRA BCH FL 32082



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/12/1973		3a. Date of Last Report 04/15/1996	
21 Suite, Apt #, etc. 22 5000 Sawgrass Village Circle 23 City & State 24 Zip Country		26 Suite, Apt #, etc. 27 5000 Sawgrass Village Circle 28 City & State 29 Zip Country		4. FEI Number 59-1483603		Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

SKINNER, HAL
50 N LAURA ST
BARNETT CITNER STE 3300
JACKSONVILLE FL 32201

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	HORNE, DONIS P	
STREET ADDRESS	3304 SAWGRASS VILLAGE C	
CITY - ST - ZIP	PONTE VEDRA BCH FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	HORNE ELLIOTT S	
STREET ADDRESS	3304 SAWGRASS VILLAGE CIRCLE	
CITY - ST - ZIP	PONTE VEDRA BCH FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BROWNFIELD, THOMAS R	
STREET ADDRESS	3304 SAWGRASS VILLAGE CIRCLE	
CITY - ST - ZIP	PONTE VEDRA BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	5000 Sawgrass Village Circle
1.4 CITY - ST - ZIP	Ponte Vedra Beach FL 32082
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	5000 Sawgrass Village Circle
2.4 CITY - ST - ZIP	Ponte Vedra Beach FL 32082
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	5000 Sawgrass Village Circle
3.4 CITY - ST - ZIP	Ponte Vedra Beach FL 32082
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 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 its 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-18-97 (904) 285 3400

Date

Daytime Phone #

0613056

CR2E034 (9/96)