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**Apr 29 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 # 675370 (1)
 1. Corporation Name
FLAGLER EQUITY/CAPITAL CORPORATION



Principal Place of Business 1800 AUSTRALIAN AVE. SO. STE 202 WEST PALM BEACH FL 33409 US	Mailing Address 1800 AUSTRALIAN AVE. SO. STE 202 WEST PALM BEACH FL 33409-6450 US
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3. Date Incorporated or Qualified 06/27/1980	3a. Date of Last Report 05/01/1996
4. FEI Number 59-2433422	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 checked="" type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent
KEVIN F. RICHARDSON
1551 FORUM PLACE, SUITE 300-F
SUITE 720
WEST PALM BEACH FL 33401

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CTD CLARK, WILLIAM C. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1800 AUSTRALIAN AVE. SO., SUITE 202	1.2 NAME	
STREET ADDRESS	W. PALM BEACH FL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	S GLIDDEN, ROXANNE <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1800 AUSTRALIAN AVE SO., SUITE 202	2.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	PD CLARK, BETTY L. <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	7820 S. FLAGLER DRIVE	3.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	3.3 STREET ADDRESS	1800 Australian Ave. So., #202
CITY-ST-ZIP		3.4 CITY-ST-ZIP	West Palm Beach, FL 33409
TITLE	D CLARK, MARK W. <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	5815 S. FLAGLER DRIVE	4.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	4.3 STREET ADDRESS	1800 Australian Ave. So., #202
CITY-ST-ZIP		4.4 CITY-ST-ZIP	West Palm Beach, FL 33409
TITLE	D CLARK, KEVIN A. <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	7820 S. FLAGLER DRIVE	5.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	5.3 STREET ADDRESS	1800 Australian Ave. So., #202
CITY-ST-ZIP		5.4 CITY-ST-ZIP	West Palm Beach, FL 33409
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: *William C. Clark* **4/23/97** (561) 640-0600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)