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May 11, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 722979
 1. Corporation Name
CLEARWATER MARINE AQUARIUM, INC.

Principal Place of Business 249 WINDWARD PASSAGE CLEARWATER FL 34630	Mailing Address 249 WINDWARD PASSAGE CLEARWATER FL 33767 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 03/23/1972
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 23-7242598
City & State 23	City & State 28	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent KELLENBERGER, DENNIS 1547 S BETTY LANE CLEARWATER FL 34630 33756	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
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, 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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWES, RALPH H.	1.2 NAME	
STREET ADDRESS	2438 ENTERPRISE #2626	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRAHAM, JAMES	2.2 NAME	NICHOLSON, ANDY
STREET ADDRESS	28100 U.S.19 N, SUITE 305	2.3 STREET ADDRESS	3411 BRIARWOOD LANE
CITY-ST-ZIP	CLEARWATER FL	2.4 CITY-ST-ZIP	SAFETY HARBOR, FL 34695
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOORE, GARRY	3.2 NAME	
STREET ADDRESS	1460 GULF BLVD BLDG 3 #405	3.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	3.4 CITY-ST-ZIP	
TITLE	TD <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILSON, DON	4.2 NAME	GRAHAM, JAMES
STREET ADDRESS	260 EDMORE ROAD	4.3 STREET ADDRESS	28100 U.S. 19N, SUITE 305
CITY-ST-ZIP	W. PALM BEACH FL	4.4 CITY-ST-ZIP	CLEARWATER, FL 33761
TITLE	P <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWES, RALPH	5.2 NAME	
STREET ADDRESS	2438 ENTERPRISE #2626	5.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	VP DEVELOPMENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	PRIEST, ALFRED
STREET ADDRESS		6.3 STREET ADDRESS	723 PONCE DE LEON
CITY-ST-ZIP		6.4 CITY-ST-ZIP	BELLEAIR, FL 33756

14. I 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: DENNIS KELLENBERGER, EXECUTIVE DIRECTOR 4/29/99 727/441-1790 EXT. 28
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)

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Aquarium

Names and addresses of Officers and Directors, continued

WHITNEY, EMMA	CS	756 Eldorado Ave., Clearwater Beach, FL 33756
BLACKMON, MARY	D	1717 Belleair Forest, Belleair, FL 33756
BLACKMAN, ADELLE	D	2985 164th Ave. N., Clearwater, FL 33760
BREWER, DOROTHY	D	660 Island Way #606, Clearwater, FL 33767
DAVIDSON, BUCK	D	1211 S. Betty Lane, Clearwater, FL 33756
DAVIDSON, ROBERT	D	1333 S. Duncan Ave., Clearwater, FL 33756
ENDLER, CHARLOTTE	D	700 Island Way #506, Clearwater, FL 33767
PASSMORE, MIKE	D	109H Dunbar, Oldsmar, FL 34677
ROSENOW, KENNETH	D	421 Gulfview Blvd., Clearwater, FL 33767
SCHWEITZER, -GREGORY	D	2288 Drew-St., Ste E, Clearwater, FL 33765
WILSON, DON	D	260 Edmor Road, W. Palm Beach, FL 33405
KELLENBERGER, DENNIS	ED	1547 S. Betty Lane, Clearwater, FL 33756