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Mar 24 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 732091 (4)

1. Corporation Name
PEBBLE BEACH VILLAS, INC.



Principal Place of Business 5100 NORTH A1A P.O. BOX 3789 VERO BEACH FL 32964-0489	Mailing Address PEBBLE BEACH VILLAS, INC. 333-17TH ST., STE 2-R VERO BEACH FL 32960-5686 US
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3. Date Incorporated or Qualified 03/10/1975	3a. Date of Last Report 04/24/1996
4. FEI Number 59-1646626	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	\$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 Suite/Apt. # etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite/Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

**REXFORD, SARA
333 17TH STREET
SUITE 2-R
VERO BEACH FL 32960**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	VAN NOSTRAND, ROY	
STREET ADDRESS	5100 N A1A APT 33D	
CITY-ST-ZIP	VERO BCH, FL 00000	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	HILL, ANITA	
STREET ADDRESS	5100 A, A1A #G56	
CITY-ST-ZIP	VERO BEACH FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	IVES, PAUL	
STREET ADDRESS	5100 N A1A/APT #G56	
CITY-ST-ZIP	VERO BCH, FL 00000	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	KENNEDY, HELEN	
STREET ADDRESS	5100 NORTH A-1-A B-14	
CITY-ST-ZIP	VERO BEACH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BOYLE, ROBERT	
STREET ADDRESS	5100 N A1A/APT #B16	
CITY-ST-ZIP	VERO BEACH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BROOKS, OWEN	
STREET ADDRESS	5100 N A1A/APT #C29	
CITY-ST-ZIP	VERO BEACH FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	SD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	HILL, ANITA
2.3 STREET ADDRESS	5100 N A-1-A #G56
2.4 CITY-ST-ZIP	VERO BEACH, FL 32963
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Dieth, GERALD
4.3 STREET ADDRESS	5100 N A-1-A
4.4 CITY-ST-ZIP	VERO BEACH, FL. 32960
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	TD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	BROOKS, OWEN
6.3 STREET ADDRESS	5100 N A-1-A #C29
6.4 CITY-ST-ZIP	VERO BEACH, FL. 32964

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ DATE: **3-10-97** DAYTIME PHONE #: **561-569-7926**

CR2E037 (9/96)