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FILED
May 19 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 # 737997 (7)
1. Corporation Name
OCEAN VILLAS II, INCORPORATED



Principal Place of Business 2400 SOUTH OCEAN DRIVE FT. PIERCE FL 34949	Mailing Address 2400 SOUTH OCEAN DRIVE FT. PIERCE FL 34949-8018
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 01/31/1977	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-1779027	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fees Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	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 MAHER, GEORGE H. 2400 SOUTH OCEAN DRIVE FT. PIERCE FL 34949		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 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	STARNO, ROSE <input checked="" type="checkbox"/> DELETE	1.1 TITLE D	Branscomb, Lorraine <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	2400 S OCEAN DR	1.2 NAME	2400 S. Ocean Dr.
STREET ADDRESS	FT. PIERCE FL	1.3 STREET ADDRESS	Ft. Pierce, FL 34949
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE VD	EIS, MICKEY <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	2400 S. OCEAN DR.	2.2 NAME	
STREET ADDRESS	FT. PIERCE FL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE PTD	FREY, EDWIN F <input type="checkbox"/> DELETE	3.1 TITLE PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2400 S OCEAN DR	3.2 NAME	Frey, Edwin F.
STREET ADDRESS	FT. PIERCE FL	3.3 STREET ADDRESS	2400 S. Ocean Dr.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Ft. Pierce, FL 34949
TITLE ASD	BERNHEIM, LOU <input checked="" type="checkbox"/> DELETE	4.1 TITLE SD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	2400 S OCEAN DR	4.2 NAME	Buchenholz, Marion
STREET ADDRESS	FT. PIERCE FL	4.3 STREET ADDRESS	2400 S. Ocean Dr.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Ft. Pierce, FL 34949
TITLE SD	CLARK, VIRGINIA <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2400 S. OCEAN DR.	5.2 NAME	
STREET ADDRESS	FT. PIERCE FL	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE		6.1 TITLE T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Buchenholz, Peter
STREET ADDRESS		6.3 STREET ADDRESS	2400 S. Ocean Dr.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Ft. Pierce, FL 34949

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: *[Signature]* SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **MAHER, GEORGE H.** Date: **4/28/97** Daytime Phone #: **561-489-0300**

CFR2E037 (9/96)