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Feb 03 1997 8:00am
Secretary of State

NONPROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 740973 (3)

1. Corporation Name
SAND CASTLE II ASSOCIATION, INC.



Principal Place of Business Mailing Address
20002 GULF BLVD 20002 GULF BLVD
INDIAN SHORES FL 34635 INDIAN SHORES FL 33785-2458

3. Date Incorporated or Qualified 12/07/1977
3a. Date of Last Report 07/09/1996
4. FEI Number 59-1946887
Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

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

9. Name and Address of Current Registered Agent
GREENACRE PROPERTIES, INC.
4131 GUNN HIGHWAY
TAMPA FL 33624

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 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 DELETE
NAME D MCNEIL, ROBERT
STREET ADDRESS 29 MCNAB DRIVE
CITY-ST-ZIP GRIMSBY, ONTARIO
TITLE DELETE
NAME DP MEKSRATIS, MICHAEL
STREET ADDRESS 704 S NEWPORT AVENUE
CITY-ST-ZIP TAMPA FL
TITLE DELETE
NAME TSD FRASER, CHARLES
STREET ADDRESS 20002 GULF BLVD
CITY-ST-ZIP INDIAN ROCKS FL
TITLE DELETE
NAME D FISHER, ARTHUR
STREET ADDRESS 5553 W WATERS AVE #316
CITY-ST-ZIP TAMPA FL
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME D FRANK CARSWELL
1.3 STREET ADDRESS 1438 EDGEWATER DR
1.4 CITY-ST-ZIP FENTON, MI 48430
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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 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 of Charles Fraser] 1/16/97
DATE Daytime Phone # 0052307

CR2E037 (9/96)