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Mar 17 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 # 744139 (7)
1. Corporation Name
TERRACE PARK OF FIVE TOWNS, NO. 12, INC.



Principal Place of Business: 7951 58TH AVE. #201 ST. PETERSBURG FL 33709 US
Mailing Address: C/O BUXTON PROPERTY INC 147 BELCHER ROAD SUITE 2 LARGO FL 33771 US

3. Date Incorporated or Qualified: 08/31/1978
3a. Date of Last Report: 02/22/1996
4. FEI Number: 59-1962898
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
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country
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9. Name and Address of Current Registered Agent
BUXTON, BRIAN P
BUXTON PROPERTIES, INC.
147 BELCHER RD., STE. 2
LARGO FL 34841

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 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 617.1503, Florida Statutes.

SIGNATURE: *[Signature]* DATE: 3/5/97

12. OFFICERS AND DIRECTORS

TITLE	PD	DELETED
NAME	SIEBERT, HENRY	
STREET ADDRESS	7951 58TH AVENUE N. #212	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	VPSD	DELETED
NAME	HELLER, FRAN	
STREET ADDRESS	7951 58TH AVE., N., #205	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	D	DELETED
NAME	HIBBARD, LEROY	
STREET ADDRESS	7951 58TH AVE., N., #111	
CITY-ST-ZIP	ST PETERSBURG, FL 00000	
TITLE	D	DELETED
NAME	PETERSON, PENNY	
STREET ADDRESS	7951 58TH AVE., N., #101	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	TD	DELETED
NAME	HIBBARD, HAROLD	
STREET ADDRESS	7951 58TH AVENUE N. #211	
CITY-ST-ZIP	ST PETERSBURG, FL 00000	
TITLE	PD	DELETED
NAME	VICKSTROM, ROBERTA	
STREET ADDRESS	7951 58TH AVE., N., #206	
CITY-ST-ZIP	ST PETERSBURG FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		33709
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		33709
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		33709
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		33709
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		33709
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		33709

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]* DATE: 3/11/97

CR2E037 (9/96)