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Jan 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 # 762046 (1)
1. Corporation Name
SAND DOLLAR II, INC.



Principal Place of Business 8000 HIGHWAY A1A SOUTH ST AUGUSTINE FL 32066	Mailing Address 8000 HIGHWAY A1A SOUTH ST AUGUSTINE FL 32066-8370
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3. Date Incorporated or Qualified 02/22/1982	3a. Date of Last Report 04/26/1996
4. FEI Number 59-2362439	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$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 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
CHAPMAN, CINDY S
7990 A1A S
ST AUGUSTINE FL 32086

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 617.0503, Florida Statutes.

SIGNATURE Cindy S. Chapman CINDY S. CHAPMAN 1/8/97
Signature, typed or printed name of registered agent and file if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	GAINEY, GARNETT	
STREET ADDRESS	8000 A1A S UNIT 201	
CITY-ST-ZIP	ST AUGUSTINE, FL 00000	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BOBECK, JOHN	
STREET ADDRESS	8000 A1A S UNIT 501	
CITY-ST-ZIP	ST. AUGUSTINE FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	BYRODE, LENORA	
STREET ADDRESS	6431 JACK WRIGHT IS RD	
CITY-ST-ZIP	ST AUGUSTINE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KING, JAMES	
STREET ADDRESS	1 DUMBAER CREEK POINT	
CITY-ST-ZIP	ST SIMONS IS GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	VOTAW, CHALRES	
STREET ADDRESS	3803 HONEYWOOD DR	
CITY-ST-ZIP	JOHNSON CITY IN	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> 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: Garnett Gainey GARNETT GAINEY 1/8/97 904-471-1733
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR TRUSTEE DATE

CR2E037 (9/96)