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FILED
Feb 11 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 # 766934 (4)
1. Corporation Name
SAND DOLLAR III, INC.



Principal Place of Business 8050 SOUTH A1A ST. AUGUSTINE FL 32086	Mailing Address 8050 SOUTH A1A ST. AUGUSTINE FL 32066-8371
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21 2. Principal Place of Business	26 2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 02/11/1983	3a. Date of Last Report 02/12/1996
4. FEI Number 59-2269575	Applied For 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	

9. Name and Address of Current Registered Agent

JACOBS, PHILIP H
4075 A1A BCH BLVD, STE 100 REAR
ST AUGUSTINE FL 32084

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

TITLE	TD	<input type="checkbox"/> DELETE
NAME	HOWELL, LIBBY	
STREET ADDRESS	1435 SAN AMARO RD	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	ATZ, GLADYS	
STREET ADDRESS	909 PARK FOREST LN	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RETTERBUSH, JEAN	
STREET ADDRESS	7 PLANTATION CIR	
CITY-ST-ZIP	VALDOSTA GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, BILL	
STREET ADDRESS	409 BOXWOOD SQ	
CITY-ST-ZIP	KNOWVILLE TN	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HARRISON, JOHN	
STREET ADDRESS	1580 OCONEE ROAD	
CITY-ST-ZIP	WAYCROSS GA	
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 *Philip Howell* _____ DATE *02/11/97* _____

CR2E037 (9/96)