


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 09 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F33098 (7)
 1. Corporation Name
SECOND PALM BEACH MOTEL ENTERPRISES, INC.



Principal Place of Business 1601 BELVEDERE RD. SUITE 501 S WEST PALM BEACH FL 33406	Mailing Address 1601 BELVEDERE RD. SUITE 501 S WEST PALM BEACH FL 33406-1542
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3. Date Incorporated or Qualified 05/01/1981	3a. Date of Last Report 04/17/1996
4. FEI Number 59-2085195	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 checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**PALMARIELLO, JOAN
 1601 BELVEDERE RD
 WEST PALM BCH FL 33406**

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 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	BUDEMMEYER, DAVID	
STREET ADDRESS	1601 BELVEDERE RD, STE 501 S	
CITY-ST-ZIP	WEST PALM BCH FL	
TITLE	VPF	<input type="checkbox"/> DELETE
NAME	KNIGHT, WARREN M	
STREET ADDRESS	1601 BELVEDERE RD, STE 501, S	
CITY-ST-ZIP	WEST PALM BCH FL	
TITLE	VPAS	<input type="checkbox"/> DELETE
NAME	RUFFIN, ROBERT D	
STREET ADDRESS	1601 BELVEDERE RD, STE 501 S	
CITY-ST-ZIP	WEST PALM BCH FL	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	CARBALLO, LAWRENCE	
STREET ADDRESS	1601 BELVEDERE RD, STE 501 S	
CITY-ST-ZIP	WEST PALM BCH FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HALE, PHILLIP R	
STREET ADDRESS	1601 BELVEDERE RD, STE 501 S	
CITY-ST-ZIP	WEST PALM BCH FL	
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Robert D. Ruffin Robert D. Ruffin, V.P. & Sec. 4/11/97 (561) 689-9970
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)