

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

FILED
May 01 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 # F95000000187 (3)
 1. Corporation Name
MIDCOAST MORTGAGE CORPORATION



Principal Place of Business 5700 LAKE WORTH RD #310 LAKE WORTH FL 33463	Mailing Address 5700 LAKE WORTH RD #310 LAKE WORTH FL 33463-3275
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3. Date Incorporated or Qualified 01/12/1995	3a. Date of Last Report 02/13/1996
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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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4. FEI Number 11-1870337	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	

9. Name and Address of Current Registered Agent
ROGERS, JAMES
5700 LAKE WORTH ROAD, SUITE 310
LAKE WORTH FL 33463

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 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	SOPER, WILLIARD B II	
STREET ADDRESS	1901 W. CYPRESS CREEK RD., #300	
CITY-ST-ZIP	FT. LAUDERDALE FL 33309	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HIRSCHFELD, WILLIAM ESQ	
STREET ADDRESS	275 BROAD HOLLOW RD., #439	
CITY-ST-ZIP	MELVILLE NY 11747	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KAFKER, ROGER B	
STREET ADDRESS	125 HIGH ST., #2500	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MCDONALD, W W	
STREET ADDRESS	609 CASTLE RIDGE RD., #317	
CITY-ST-ZIP	AUSTIN TX 78748	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MCLANE, P A	
STREET ADDRESS	125 HIGH ST., #2500	
CITY-ST-ZIP	BOSTON MA 02110	
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	SEE EXHIBIT 'A' ATTACHED	
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 as an attachment with an address.

SIGNATURE _____ DATE _____

CR2E034 (9/96)

EXHIBIT "A"**MIDCOAST MORTGAGE CORPORATION
OFFICERS AND DIRECTORS**

NAME	TITLE	BUSINESS ADDRESS
Michael Bernstein	Director	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Albert Shapiro	Chairman of the Board, Director	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Honora Shapiro	Director	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Willard B. Soper II	Director, President & Chief Executive Officer	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Olga E. Parra	Senior Vice President, Secretary & General Counsel	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
James M. Rogers	Senior Vice President, Treasurer, & Assistant Secretary	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Jose R. Perez	Vice President	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Carolyn S. SESCO	Vice President, Controller & Assistant Secretary	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Graham Paul Wellington	Vice President & Assistant Secretary	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Eve Wilt	Vice President & Assistant Secretary	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
William C. Kennedy	Assistant Vice President	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Shawn Lozeau	Assistant Vice President	5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463