

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

FILED
May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morikawa
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # G25341 (0)
 1. Corporation Name
SUNSHINE FINANCIAL CORP.



Principal Place of Business Mailing Address
5700 LAKE WORTH RD., #310 **5700 LAKE WORTH RD., #310**
SUITE 310 **SUITE 310**
LAKE WORTH FL 33463 **LAKE WORTH FL 33463-3275**
US **US**

3. Date Incorporated or Qualified **02/16/1983** 3a. Date of Last Report **02/13/1996**
 4. FEI Number **59-2264156** Applied For Not Applicable
 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 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

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, WILLARD B. II
STREET ADDRESS	1901 W CYPRESS CREEK ROAD SUITE 300
CITY-ST-ZIP	FORT LAUDERDALE FL
TITLE	SVP <input checked="" type="checkbox"/> DELETE
NAME	NAPIER, WILLIAM K., JR.
STREET ADDRESS	1901 W CYPRESS CREEK ROAD SUITE 300
CITY-ST-ZIP	FORT LAUDERDALE FL
TITLE	CFO <input checked="" type="checkbox"/> DELETE
NAME	NAPIER, WILLIAM K., JR.
STREET ADDRESS	1901 W CYPRESS CREEK ROAD SUITE 300
CITY-ST-ZIP	FORT LAUDERDALE FL
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
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	

SEE ATTACHED EXHIBIT "A" FOR A COMPLETE LIST OF OFFICERS & DIRECTORS

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, on an attachment with an address.

SIGNATURE: _____ **4/23/97** (526) 433-0042
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date Daytime Phone #

CR2E034 (9/96)

EXHIBIT "A"**SUNSHINE FINANCIAL CORPORATION
OFFICERS AND DIRECTORS**

NAME	TITLE	BUSINESS ADDRESS
Michael Bernstein	Director	Shorewood Associates, Inc. 5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Albert Shapiro	Chairman of the Board, Director	Shorewood Associates, Inc. 5700 Lake Worth Road, Suite 310 Lake Worth, FL 33463
Honora Shapiro	Director	Shorewood Associates, Inc. 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