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**Apr 25 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # G94867 (0)
1. Corporation Name
PALM BEACH EXPLORATIONS CORP.



Principal Place of Business Mailing Address
**C/O JOHN M. MCDIVITT
1645 PALM BEACH LAKES BLVD., STE. 1200
WEST PALM BEACH FL 33407**
**C/O JOHN M. MCDIVITT
1645 PALM BEACH LAKES BLVD., STE. 1200
WEST PALM BEACH FL 33401-2285**

3. Date Incorporated or Qualified **04/05/1984** 3a. Date of Last Report **01/24/1996**

2. Principal Place of Business 2a. Mailing Address
21 **125 Worth Avenue** 26 **125 Worth Avenue**
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 City & State 27 City & State
23 **West Palm Beach, FL** 28 **West Palm Beach, FL**
Zip Country Zip Country
24 **33480 USA** 29 **33480 USA** 30

4. FEI Number **59-2386793** 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

9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent
**MCDIVITT, JOHN M
1645 PALM BEACH LAKES BLVD., SUITE 1200 - 125 WORTH AVE
WEST PALM BEACH FL 33407**
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 **John M. McDivitt** 04/17/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KERILAND, DAVID S	1.2 NAME	
STREET ADDRESS	76 BIRCH AVE., STE. 7	1.3 STREET ADDRESS	
CITY - ST - ZIP	TORONTO, ONTARIO	1.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCDIVITT, JOHN M	2.2 NAME	McDivitt, John M.
STREET ADDRESS	1645 PALM BEACH LAKES BLVD.	2.3 STREET ADDRESS	125 Worth Avenue
CITY - ST - ZIP	WEST PALM BEACH FL	2.4 CITY - ST - ZIP	West Palm Beach, FL 33480
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: John M. McDivitt 04/17/97 (561) 655-7297
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date, Daytime Phone #

CR2E034 (9/96)