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**Mar 31 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 # L34072 (3)
1. Corporation Name
CAMBRIDGE REAL ESTATE GROUP, INC.



Principal Place of Business Mailing Address
**2073 J & C BLVD
NAPLES FL 34109
US** **2073 J & C BLVD
NAPLES FL 34109
US**

3. Date Incorporated or Qualified: **12/01/1989** 3a. Date of Last Report: **04/16/1996**

4. FEI Number: **65-0162822** 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

**BRUGGER, JOHN N
600 FIFTH AVE SO SUITE 207
NAPLES FL 34102**

10. Name and Address of New Registered Agent

81. Name

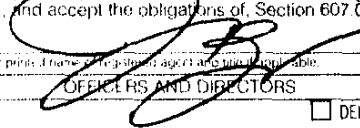
82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City 85. Zip Code

FL

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:  DATE: **3-4-97**

Signature of officer or principal named as registered agent and time if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	WALLACE, STUART M	
STREET ADDRESS	2073 J & C BLVD	
CITY - ST - ZIP	NAPLES FL	
TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	KALB, MARCIA R	
STREET ADDRESS	600 FIFTH AVE SO 207	
CITY - ST - ZIP	NAPLES FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SLAVICH, WILLIAM L	
STREET ADDRESS	2073 J & C BLVD	
CITY - ST - ZIP	NAPLES FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BRUGGER, JOHN N	
STREET ADDRESS	600 FIFTH AVE SO 207	
CITY - ST - ZIP	NAPLES FL	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	KALB, MARCIA R
2.3 STREET ADDRESS	600 Fifth Avenue South, #207
2.4 CITY - ST - ZIP	Naples, Florida
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	SLAVICH, WILLIAM L
3.3 STREET ADDRESS	2073 J & C Boulevard
3.4 CITY - ST - ZIP	Naples, Florida
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:  **Stuart N. Wallace, President** Date: **3/4/97** Daytime Phone #: **(941) 514-0333**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)