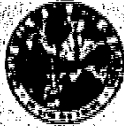


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



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

**APPROVED
AND
FILED**

95 APR 28 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # L38748 (4)

1. Corporation Name
WATERFORD REALTY OF VENICE, INC.

Principal Place of Business Mailing Address
~~11 BARBARA J. MILLER~~ ~~11 BARBARA J. MILLER~~
1501 WATERFORD DRIVE C/O SHAWN R. MCINTYRE
VENICE FL 34292 VENICE FL 34292
US

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **12/20/1989** 3a. Date of Last Report **04/04/1994**
4. FEI Number **65-0167759** 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
**MILLER, MICHAEL W.
1501 WATERFORD DRIVE
VENICE FL 34292**

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 reconstituting) DATE _____

12. OFFICERS AND DIRECTORS
TITLE NAME STREET ADDRESS CITY-ST-ZIP
VSD MCINTYRE, SHAWN R. 1501 WATERFORD DRIVE VENICE FL
MOORE, BARNARD 1501 WATERFORD DRIVE VENICE FL
PD MILLER, MICHAEL W. 1501 WATERFORD DR VENICE FL
D MOORE, BARNARD 1501 WATERFORD DRIVE VENICE, FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME **JAYNE PARRISH**
2.3 STREET ADDRESS **1501 WATERFORD DRIVE**
2.4 CITY-ST-ZIP **VENICE FL 34292**
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 13 if changed, or on an attachment to this filing.

SIGNATURE: *Shawn R. McIntyre, V.P.* 4/24/95
SIGNATURE AND TYPED OR PRINTED NAME OF DOMING OFFICER OR DIRECTOR Date Daytime Phone #
Shawn R. McIntyre, V.P.