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Feb 28 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 # L93630 (6)
1. Corporation Name
PRO GOLF DISCOUNT OF CLEARWATER, INC.



Principal Place of Business: 2881 A GULF TO BAY BLVD. CLEARWATER FL 34619
Mailing Address: 2881 A GULF TO BAY BLVD. CLEARWATER FL 34619-4052

3. Date Incorporated or Qualified: 08/13/1990
3a. Date of Last Report: 03/01/1996
4. FEI Number: 59-3027041
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: [X] Yes [] No

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

9. Name and Address of Current Registered Agent
WILSON, WARREN A., III
31608 US HWY 19 N
PALM HARBOR FL 34684

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: Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
1.1 TITLE: D [] DELETE
1.2 NAME: MILLS, RICHARD B.
1.3 STREET ADDRESS: 2881 GULF-TO-BAY BLVD
1.4 CITY-ST-ZIP: CLEARWATER FL
2.1 TITLE: D [] DELETE
2.2 NAME: MILLS, GIOVANNA L.
2.3 STREET ADDRESS: 2881 GULF-TO-BAY BLVD
2.4 CITY-ST-ZIP: CLEARWATER FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
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 does not qualify for the exemption stated in Section 119.07(3)(j), 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, changed, or on an attachment with an asterisk.

SIGNATURE: [Signature] PRESIDENTS 2-21-97 (813) 726-7000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Telephone #

CR2E034 (9/96)