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Apr 15 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # N30955 (1)

1. Corporation Name
GULF HIGHLANDS I, INC.



Principal Place of Business: 10997 HUTCHISON BLVD PANAMA CITY BEACH FL 32407 US
Mailing Address: 10997 HUTCHISON BLVD PANAMA CITY BEACH FL 32407-3713 US

3. Date Incorporated or Qualified: 03/01/1989
3a. Date of Last Report: 02/09/1996

2. Principal Place of Business: 21 Suite, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25
2a. Mailing Address: 26 90 Sth Enterprises Suite, Apt. #, etc.: 27 1750 Frankford Ave. Suite F City & State: 28 Panama City, FL Zip: 29 32405-2648 Country: 30 U.S.

4. FEI Number: 59-3024723 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: HESS, GLENN L. 9108 FRONT BEACH RD. PANAMA CITY BEACH FL 32408

10. Name and Address of New Registered Agent: 81 Name: 82 Street Address (P.O. Box Number is Not Acceptable): 83 City: 84 FL 85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.150B, 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 617.0503, Florida Statutes.

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

12. OFFICERS AND DIRECTORS		DELETED
TITLE	PD SMITHSON, ROBERT	<input type="checkbox"/>
NAME	10997 HUTCHISON BLVD	
STREET ADDRESS	PANAMA CITY FL	
CITY-ST-ZIP		
TITLE	TD GEIL, EARL	<input type="checkbox"/>
NAME	10997 HUTCHISON BLVD	
STREET ADDRESS	PANAMA CITY FL	
CITY-ST-ZIP		
TITLE	VD PARIS, KERMIT A	<input type="checkbox"/>
NAME	10997 HUTCHISON BLVD	
STREET ADDRESS	PANAMA CITY BEACH FL	
CITY-ST-ZIP		
TITLE	D MURPHY, JAMES	<input type="checkbox"/>
NAME	10997 HUTCHISON BLVD	
STREET ADDRESS	PANAMA CITY FL	
CITY-ST-ZIP		
TITLE	SD MEADOWS, WILLIAM A	<input type="checkbox"/>
NAME	10997 HUTCHISON BLVD	
STREET ADDRESS	PANAMA CITY FL	
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE	TD	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.2 NAME	Jeanette D. Gibbons		
2.3 STREET ADDRESS	90 Sth Enterprises		
2.4 CITY-ST-ZIP	1750 Frankford Ave. Suite F Panama City, FL 32405-2648		
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE	VO	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4.2 NAME	Marvin Dietz		
4.3 STREET ADDRESS	513 1/2 W. Main Street		
4.4 CITY-ST-ZIP	Bellevue, OH 44811		
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E037 (9/96)