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Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # N45806 (9)

1. Corporation Name

PALM BEACH POPS, INC.



Principal Place of Business

Mailing Address

231 BRADLEY PLACE
SUITE 201
PALM BEACH FL 33480

231 BRADLEY PLACE
SUITE 201
PALM BEACH FL 33480-3725

3. Date Incorporated or Qualified
10/29/1991

3a. Date of Last Report
01/31/1996

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

FITZGERALD, JAMES
231 BRADLEY PLACE
SUITE 201
PALM BEACH FL 33480

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 617.0502 and 617.1508, 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 617.0503, 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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE P/D
NAME LAPPIN, W. ROBERT
STREET ADDRESS 231 BRADLEY PLACE
CITY-ST-ZIP PALM BEACH FL

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D
NAME GOSMAN, ABRAHAM
STREET ADDRESS 231 BRADLEY PLACE
CITY-ST-ZIP PALM BEACH FL

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE D
NAME BROGAN, JOHN J
STREET ADDRESS 231 BRADLEY PLACE
CITY-ST-ZIP PALM BEACH FL

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE ST
NAME FITZGERALD, JAMES F.
STREET ADDRESS 231 BRADLEY PL
CITY-ST-ZIP PALM BCH FL

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D
NAME BURNS, BRIAN P
STREET ADDRESS 231 BRADLEY PLACE
CITY-ST-ZIP PALM BEACH FL

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE D
NAME COOK, PATRICIA L
STREET ADDRESS 231 BRADLEY PLACE
CITY-ST-ZIP PALM BEACH FL

6.1 TITLE
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.

SIGNATURE:

James F. Fitzgerald
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/16/97

(561) 655-3469

Date

Daytime Phone # 0039500

CR2E037 (9/96)