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1997 FEB 11 AM 11:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NONPROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N93000003709 (3)**

1. Corporation Name  
**SUGARLOAF DOLPHIN SANCTUARY, INC.**



Principal Place of Business <b>SUGARLOAF LODGE MM 17 SUGARLOAF KEY FL 33044 US</b>	Mailing Address <b>SUGARLOAF LODGE MM 17 SUGARLOAF KEY FL 33044 US</b>
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3. Date Incorporated or Qualified <b>08/01/1993</b>	3a. Date of Last Report <b>11/12/1996</b>
4. FEI Number <b>65-0447425</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business <b>21</b>	2a. Mailing Address <b>26</b>
Suite, Apt. #, etc. <b>22</b>	Suite, Apt. #, etc. <b>27</b>
City & State <b>23</b>	City & State <b>28</b>
Zip <b>24</b>	Country <b>25</b>
Zip <b>29</b>	Country <b>30</b>

9. Name and Address of Current Registered Agent

*Lloyd A. Good III  
US Hwy 1 MM 17  
~~PO Box 148~~  
Sugarloaf Key, FL 33042*

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

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: *Lloyd A. Good III* DATE: *2/4/97*

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

12. OFFICERS AND DIRECTORS

TITLE	<b>TD</b>	<input type="checkbox"/> DELETE
NAME	<b>GOOD, LLOYD A III</b>	
STREET ADDRESS	<b>SUGARLOAF LODGE / MM17</b>	
CITY-ST-ZIP	<b>SUGARLOAF KEY FL</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>GOOD, JOHN B</b>	
STREET ADDRESS	<b>SUGARLOAF LODGE, MM17</b>	
CITY-ST-ZIP	<b>SUGARLOAF KEY FL</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>DUNCAN, CAHTERINE</b>	
STREET ADDRESS	<b>SUGARLOAF LODGE, MM17</b>	
CITY-ST-ZIP	<b>SUGARLOAF KEY FL</b>	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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	

*Indep By Bank*

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 1(9)(7)(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)