

FEE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

97 NOV 10 AM 11:44

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PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000034452
 1. Corporation Name
PELAGIC OFFSHORE, INC.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Principal Place of Business	Mailing Address
1690 Dunn Avenue Apt. 617 Daytona, FL 32114	

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	Zip
24	29
Country	Country
25	30
	32114 USA

3. Date Incorporated or Qualified	3a. Date of Last Report
04/19/96	
4. FEI Number	Applied For
59-3392947	No. Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City

10. Name and Address of New Registered Agent

MARK E. FRIED, P.A.
 1110 Brickell Avenue
 Suite 700
 Miami FL 33131

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 MARK E. FRIED, P.A.
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when resigning) DATE 10/4/97

12. OFFICERS AND DIRECTORS

TITLE	President	<input type="checkbox"/> DELETE
NAME	Wiley W. Hamilton	
STREET ADDRESS	1690 Dunn Avenue, Apt. 617	
CITY-ST-ZIP	Daytona, FL 32114	
TITLE	Secretary/Treasurer	<input type="checkbox"/> DELETE
NAME	Patricia B. Hamilton	
STREET ADDRESS	1690 Dunn Avenue, Apt. 617	
CITY-ST-ZIP	Daytona, FL 32114	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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	800002346738--6
1.4 CITY-ST-ZIP	-11/13/97--01085--020
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	****165.00 ****165.00
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	

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 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Wiley W. Hamilton WILEY W. HAMILTON 9/23/97 (904) 252-9240
 Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (9/96)

SL 11-13-97

PELAGIC OFFSHORE, INC.
1690 Dunn Avenue #617
Daytona Beach, FL 32114

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October 28, 1997

Florida Dept. Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Pelagic Offshore, Inc.
Reinstatement / Filing of 1997 Corporate Annual Report**

Dear Sirs:

As the principal of Pelagic Offshore, Inc., I never received the 1997 Annual Corporate Report for the company. The company relocated to a new address after its inception in 1996. There was and still is to date a forwarding address order with the U.S. Post Office forwarding all mail to my new address.

I am enclosing a 1997 corporate annual report and the fee of \$165.00.

Sincerely,

PELAGIC OFFSHORE, INC.

By Wiley W. Hamilton
Wiley W. Hamilton
President

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this day, before, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Wiley W. Hamilton, and acknowledged the foregoing instrument.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of November, 1997.

Phyllis C. Hogan
NOTARY PUBLIC, State of Florida
at Large
Print Name: PHYLLIS C. HOGAN

My Commission Expires:



Phyllis C. Hogan
MY COMMISSION # CC630258 EXPIRES
April 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known to me; or
 Produced identification

 Did take an oath
 Did not take an oath