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FILED
May 18, 2000 8:00 am
Secretary of State

05-01-2000 90003 030 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000057748

1. Corporation Name
THE WHITE SANDS INN CORPORATION

Principal Place of Business
57622 OVERSEAS HWY.
GRASSY KEY FL 33060

Mailing Address
57622 OVERSEAS HWY.
GRASSY KEY FL 33060

10 Ranch House Circle
Sedona, AZ 86326

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

24 County

28 Zip

29 County

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CONROY, DENNIS E

57622 OVERSEAS HWY.
GRASSY KEY FL 33060

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

91 San Juan Dr I-3

84 City

85 State

86 Zip Code

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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 registering)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12.1 TITLE
12.2 NAME
12.3 STREET ADDRESS
12.4 CITY-ST-ZIP

13.1 TITLE
13.2 NAME
13.3 STREET ADDRESS
13.4 CITY-ST-ZIP

12.5 TITLE
12.6 NAME
12.7 STREET ADDRESS
12.8 CITY-ST-ZIP

13.5 TITLE
13.6 NAME
13.7 STREET ADDRESS
13.8 CITY-ST-ZIP

12.9 TITLE
12.10 NAME
12.11 STREET ADDRESS
12.12 CITY-ST-ZIP

13.9 TITLE
13.10 NAME
13.11 STREET ADDRESS
13.12 CITY-ST-ZIP

12.13 TITLE
12.14 NAME
12.15 STREET ADDRESS
12.16 CITY-ST-ZIP

13.13 TITLE
13.14 NAME
13.15 STREET ADDRESS
13.16 CITY-ST-ZIP

12.17 TITLE
12.18 NAME
12.19 STREET ADDRESS
12.20 CITY-ST-ZIP

13.17 TITLE
13.18 NAME
13.19 STREET ADDRESS
13.20 CITY-ST-ZIP

12.21 TITLE
12.22 NAME
12.23 STREET ADDRESS
12.24 CITY-ST-ZIP

13.21 TITLE
13.22 NAME
13.23 STREET ADDRESS
13.24 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 116.07(3)(f), 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, with all other like empowered.

SIGNATURE:

DENNIS E. CONROY

1/19/99

(305) 743-5285

Dennis E. Conroy

DENNIS E. CONROY

4/11/00

(520)

203-029

CR22034 (1/98)