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May 05 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V23405 (6)
 1. Corporation Name
CROSSROADS MARKET, INC.



Principal Place of Business 4200 GULF SHORE BLVD N NAPLES FL 33940	Mailing Address 4200 GULF SHORE BLVD N NAPLES FL 34103-3436
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 34103	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 34103	3. Date Incorporated or Qualified 03/23/1992	3a. Date of Last Report 03/28/1996	4. FEI Number 65-0331926	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent CATALANO, ANTHONY J. 4001 TAMAMI TR N STE 404 NAPLES FL 33940				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 FL 34103

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUTGERT, SCOTT F	1.2 NAME	
STREET ADDRESS	4200 GULF SHORE BLVD, NORTH	1.3 STREET ADDRESS	
CITY - ST - ZIP	NAPLES FL	1.4 CITY - ST - ZIP	ZIP CODE 34103
TITLE	VPS <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, RICHARD J	2.2 NAME	
STREET ADDRESS	4200 GULF SHORE BLVD. NO	2.3 STREET ADDRESS	
CITY - ST - ZIP	NAPLES FL	2.4 CITY - ST - ZIP	ZIP CODE 34103
TITLE	VPT <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GUTMAN, HOWARD B	3.2 NAME	
STREET ADDRESS	4200 GULF SHORE BLVD, NO.	3.3 STREET ADDRESS	
CITY - ST - ZIP	NAPLES FL	3.4 CITY - ST - ZIP	ZIP CODE 34103
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this form 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 officer or director 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 in an attachment with an address.

SIGNATURE:  **HOWARD B. GUTMAN** (941) 261-6100
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)