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**Mar 27 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 # V72433 (8)

1. Corporation Name
HIGHTOWER INVESTMENTS, INC.



Principal Place of Business 6770 PELICAN BAY BLVD., #224 NAPLES FL 33963-	Mailing Address 6770 PELICAN BAY BLVD., #224 NAPLES FL 34108-8289
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3. Date Incorporated or Qualified 10/20/1992	3a. Date of Last Report 04/26/1996
4. FEI Number 65-0363017	Applied For <input type="checkbox"/> 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	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip 34108 Country	28 Zip Country
24	29 30

9. Name and Address of Current Registered Agent

**WEBER, BRYAN L.
6770 PELICAN BAY BLVD., #224
NAPLES FL 33963-**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code 34108

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

TITLE	S <input type="checkbox"/> DELETE
NAME	WEBER, BRYAN L.
STREET ADDRESS	6770 PELICAN BAY BLVD.
CITY - ST - ZIP	NAPLES FL
TITLE	P <input type="checkbox"/> DELETE
NAME	NICEWONDER, J.D.
STREET ADDRESS	6770 PELICAN BAY BLVD.
CITY - ST - ZIP	NAPLES FL
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
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

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, or on an attachment with an address.

SIGNATURE:  **Bryan L. Weber** 3-10-97 941-514-8690

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)