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**Feb 06 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 116102 (5)
1. Corporation Name
MANASOTA WATERFRONT CORPORATION



Principal Place of Business
**C/O ESTATE MANAGEMENT CO.
40 WALL ST. 47TH FLOOR
NEW YORK NY 10005**

Mailing Address
**C/O ESTATE MANAGEMENT CO.
40 WALL ST. 47TH FLOOR
NEW YORK NY 10005-2395**

3. Date Incorporated or Qualified **01/05/1928** 3a. Date of Last Report **03/19/1996**

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

4. FEI Number **13-2816441** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

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

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 checked="" type="checkbox"/> DELETE
NAME	SPULER, CAROL	
STREET ADDRESS	40 WALL ST, 47TH FLOOR	
CITY - ST - ZIP	NEW YORK CITY, NY 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LOMBARD, JAMES M.	
STREET ADDRESS	61 S WASHINGTON DR	
CITY - ST - ZIP	SARASOTA, FL 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COOK, ARTHUR F., JR.	
STREET ADDRESS	7 DEXTER ST	
CITY - ST - ZIP	DEDHAM, MA 00000	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	HARDIE, JAMES	
STREET ADDRESS	430 OLD MILL RD	
CITY - ST - ZIP	PITTSBURG, PA 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KINGSBURY, CURTIS	
STREET ADDRESS	5789 CRYSTAL SPRINGS DR	
CITY - ST - ZIP	BAINBRIDGE ISL, WASH 00000	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	CHARLOTTE J Meise	
1.3 STREET ADDRESS	40 WALL ST, 47th floor	
1.4 CITY - ST - ZIP	NYC NY	
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 if changed, or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/2/97

CR2E034 (9/96)