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Mar 07 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 745896 (1)

1. Corporation Name

CARIBBEAN BEACH CLUB ASSOCIATION, INC.



Principal Place of Business 7600 ESTERO BLVD. FT. MYERS FL 33931 US	Mailing Address 12995 CLEVELAND AVE STE 164 FT. MYERS FL 33907-3875 US
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3. Date Incorporated or Qualified 02/12/1979	3a. Date of Last Report 04/24/1996
4. FEI Number 59-1972323	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	

21. Principal Place of Business 7600 Estero Blvd. Suite, Apt. #, etc.	2a. Mailing Address P. O. Box 540669 Suite, Apt. #, etc.
22. City & State Ft. Myers, FL	27. City & State Merritt Island, FL
24. Zip 33931	25. Country US
29. Zip 32954	30. Country US

9. Name and Address of Current Registered Agent RDI RESORT SERVICES SAGE, DONNA 12995 CLEVELAND AVE FT MYERS FL 33907	10. Name and Address of New Registered Agent 81 Name Kipi and Lowe, Esq. 82 Street Address (P.O. Box Number is Not Acceptable) 1759 West Broadway, Suite 8 83 84 City Oviedo 85 Zip Code FL 32765
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE: *Jaffery T. Kipi* 24 Feb 97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KUBAK, JOSEPH	1.2 NAME	D Berry, David
STREET ADDRESS	1220 SHELBY PKY.	1.3 STREET ADDRESS	2740 Via La Quinta
CITY-ST-ZIP	CAPE CORAL FL	1.4 CITY-ST-ZIP	N. Fort Myers, FL 33917
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BANKER, ALBERT	2.2 NAME	D Andres, Thomas
STREET ADDRESS	26881 WEDGEWOOD DR	2.3 STREET ADDRESS	772 N. US Hwy 1
CITY-ST-ZIP	BONITA SPRINGS FL	2.4 CITY-ST-ZIP	N. Palm Beach, FL 33408
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NEISHLOSS, RON	3.2 NAME	VP Wilmes, Robert
STREET ADDRESS	17 BURNSIDE AVE	3.3 STREET ADDRESS	1309 Dallwood Drive
CITY-ST-ZIP	NORRISTOWN PA	3.4 CITY-ST-ZIP	St. Louis, MO 63126
TITLE	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JENNINGS, JAMES	4.2 NAME	
STREET ADDRESS	1858 CHATFIELD RD	4.3 STREET ADDRESS	700002107507
CITY-ST-ZIP	COLUMBUS OH	4.4 CITY-ST-ZIP	-03/07/97--01069--022
TITLE	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POPE, PAUL JR.	5.2 NAME	***61.25
STREET ADDRESS	2293 S.W. 24TH TERRACE	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'CONNOR, EDWARD	6.2 NAME	P O'Connor, Edward
STREET ADDRESS	1669 LINDAN AVE	6.3 STREET ADDRESS	1669 Lindan Ave.
CITY-ST-ZIP	ALDEN NY	6.4 CITY-ST-ZIP	Alden NY

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or on an attachment with an address. **ROBERT F. WILMES, Vice President**

SIGNATURE: *Robert F. Wilmes, P.* 2/7/97 941-463-6111
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 005258

CR2E037 (9/96)