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Jun 03 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 # G79135 (1)

1. Corporation Name
~~KEYSTAR, INC.~~ **SPOTTSWOOD, INC.**

n/c 4/8/97



Principal Place of Business: **C/O JOHN M. SPOTTSWOOD, JR. 800 FLEMING ST. KEY WEST FL 33040-8882**
 Mailing Address: **C/O JOHN M. SPOTTSWOOD, JR. 500 FLEMING ST. KEY WEST FL 33040-8882**

3. Date Incorporated or Qualified: **01/17/1984**
 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **59-2423633**
 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

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

9. Name and Address of Current Registered Agent
SPOTTSWOOD, JR., JOHN M. 500 FLEMING ST. KEY WEST FL

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**

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 NAME STREET ADDRESS CITY-ST-ZIP	PD SPOTTSWOOD, JOHN M., JR. 500 FLEMING ST. KEY WEST FL <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD SPOTTSWOOD, ROBERT A. 500 FLEMING ST. KEY WEST FL <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	STD SPOTTSWOOD, WILLIAM B. 500 FLEMING ST. KEY WEST FL <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	VTD Robert A. Spottswood 500 Fleming St. Key West FL <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	VSD William B. Spottswood 500 Fleming St. Key West, FL <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 _____

Dep 550

CR2E034 (9/96)