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**Feb 13 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 # 132807 (9)

1. Corporation Name
HIPPODROME CO.



Principal Place of Business: **% ELLEN W. MCDONNELL 320 N.W. 115 ST. MIAMI SHORES FL 33168**

Mailing Address: **C/O ELLEN W. MCDONNELL 320 NW 115 ST MIAMI SHORES FL 33168-3322 US**

3. Date Incorporated or Qualified: **07/31/1936**

3a. Date of Last Report: **01/24/1996**

4. FEI Number: **59-0291922**

6. 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

2a. Mailing Address

21. **c/o Ellen W. Spitzer**

26. **c/o Ellen W. Spitzer**

22. **1915-A Hollywood Blvd.**

27. **1915-A Hollywood Blvd**

23. **Hollywood, FL**

28. **Hollywood, FL**

24. **33020** 25. **US** 29. **33020** 30. **US**

9. Name and Address of Current Registered Agent

**PADRON, OSCAR J
320 N.W. 115 ST.
MIAMI SHORES FL 33155**

10. Name and Address of New Registered Agent

81. Name: **Ellen W. Spitzer**

82. Street Address (P.O. Box Number is Not Acceptable): **1915-A Hollywood Blvd**

84. City: **Hollywood** 85. Zip Code: **FL 33020**

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: *Ellen W. Spitzer* (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input checked="" type="checkbox"/> DELETE
NAME	MCDONNELL, ELLEN W	
STREET ADDRESS	320 N.W. 115 STREET	
CITY-ST-ZIP	MIAMI SHORES FL	
TITLE	DD	<input checked="" type="checkbox"/> DELETE
NAME	SPITZER, ELLEN W	
STREET ADDRESS	320 N.W. 115 STREET	
CITY-ST-ZIP	MIAMI SHORES FL	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	PADRON, OSCAR J.	
STREET ADDRESS	320 NW 115TH STREET	
CITY-ST-ZIP	MIAMI SHORES FL	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	WEST, MARILYN A	
STREET ADDRESS	918 EAST RIVER WALK	
CITY-ST-ZIP	MEMPHIS TN	
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	PTD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Marilyn A. West	
1.3 STREET ADDRESS	1915-A Hollywood Blvd	
1.4 CITY-ST-ZIP	Hollywood, FL 33020	
2.1 TITLE	SEC & T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Ellen W. Spitzer	
2.3 STREET ADDRESS	1915-A Hollywood Blvd	
2.4 CITY-ST-ZIP	Hollywood, FL 33020	
3.1 TITLE	DD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	John Robert Knight	
3.3 STREET ADDRESS	1915-A Hollywood Blvd	
3.4 CITY-ST-ZIP	Hollywood, FL 33020	
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: *Ellen W. Spitzer* SIGNATURE REQUIRED DATE: **1-15-97** DAYTIME PHONE: **954/927-4027**

CR2E034 (9/96)