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Apr 23 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **183788** (9)

1. Corporation Name  
**WATER'S EDGE HOUSE, INC.**

Principal Place of Business <b>266 BAL BAY DRIVE BAL HARBOUR FL 33154</b>	Mailing Address <b>266 BAL BAY DRIVE BAL HARBOUR FL 33154-1303</b>
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3. Date Incorporated or Qualified <b>03/07/1955</b>	3a. Date of Last Report <b>05/01/1996</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number <b>59-0757307</b> Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent <b>ROGERS, BART</b> <b>266 BALBAY DRIVE</b> <b>APT 2A</b> <b>BAY HARBOUR FL 33154</b>	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 85 Zip Code
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>P</b> <b>ROGERS, BART M</b> <b>266 BAL BAY DRIVE</b> <b>BAL HARBOUR FL</b>	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>V.P.</b> <b>TIMOTHY MAY</b> <b>266 BAL Bay Drive</b> <b>Bal Harbour, FL 33154</b>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>V</b> <b>LANKLER, ALEXANDER</b> <b>266 BAL BAY DRIVE</b> <b>BAL HARBOUR FL</b>	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>Treas.</b> <b>CLARA ROSE</b> <b>266 Bal Bay Dr</b> <b>Bal Harbour FL 33154</b>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>ST</b> <b>PETERSON, HELEN</b> <b>266 BAL BAY DRIVE</b> <b>BAL HARBOUR FL</b>	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>Director</b> <b>JAMES SEBASTIANO</b> <b>266 Bal Bay Dr</b> <b>BAL Harbour FL 33154</b>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	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: Bart W. Rogers Pres 3/26/97 325-861-8451  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)