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Jan 23 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 255443 (4)
1. Corporation Name
TOWN & COUNTRY REAL ESTATE OF WINTER HAVEN, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 277 MAGNOLIA AVE S W PO BOX 192 WINTER HAVEN FL 33880		Mailing Address 277 MAGNOLIA AVE S W PO BOX 192 WINTER HAVEN FL 33880	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
g. Name and Address of Current Registered Agent IRBY, TIMOTHY A. 277 MAGNOLIA AVENUE SW WINTER HAVEN FL 33880		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85		86 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

Signature, typed or printed name of registered agent and true if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S DANTZLER, R	1.1 TITLE	
NAME	277 MAGNOLIA AVE SW	1.2 NAME	
STREET ADDRESS	WINTER HAVEN, FL 00000	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	
NAME	JOHNSTON, J JR	2.2 NAME	
STREET ADDRESS	277 MAGNOLIA AVE SW	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN, FL 00000	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	
NAME	IRBY, TIMOTHY A	3.2 NAME	
STREET ADDRESS	277 MAGNOLIA AVE SW	3.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN, FL 00000	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	
NAME	VAUGHN, FRANK H.	4.2 NAME	
STREET ADDRESS	277 MAGNOLIA AVE SW	4.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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]

1-15-98 9:11 293-1111

CR2E034 (10/97)