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**Jan 15 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 # 288756 (0)

1. Corporation Name
QUAIL RUN, INC.



Principal Place of Business: **2445 EBER BLVD. MELBOURNE FL 32804**
Mailing Address: **2445 EBER BLVD. MELBOURNE FL 32904-8848**

3. Date Incorporated or Qualified: **01/14/1965**
3a. Date of Last Report: **01/30/1996**

21. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
		59-1118030	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt #, etc.	27. Suite, Apt #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24. Zip	29. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
25. Country	30. Country		

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
KANCILIA, JOHN R 516 N HARBOR CITY BLVD MELBOURNE FL 32935		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83.	
		84. City	FL 85. 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: _____ DATE: _____
Signature, typed or printed name of registered agent and the filer (applicable) (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RYALL, ROGER	1.2 NAME	
STREET ADDRESS	2445 EBER BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	MELBOURNE FL	1.4 CITY-ST-ZIP	
TITLE	STD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RYALL, BOBBIE	2.2 NAME	
STREET ADDRESS	2445 EBER BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	MELBOURNE FL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Roger Ryall* **Roger Ryall** **1/8/97** **407-984-0786**
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)