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FILED
Mar 20 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 # 291472 (9)
 1. Corporation Name
FIVE FLAGS INN INC



Principal Place of Business: **299 FT. PICKENS RD. PENSACOLA FL 32561 US**
 Mailing Address: **1739 BROOKSVILLE ROAD LOUISEVILLE MS 39339-6865 US**

3. Date Incorporated or Qualified: **03/31/1965** 3a. Date of Last Report: **03/20/1996**
 4. FEI Number: **59-1061546** 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 State, Apt. #, etc. 22 City & State 23 Zip Country 24
 2a. Mailing Address: 26 State, Apt. #, etc. 27 City & State 28 Zip Country 29 30

9. Name and Address of Current Registered Agent
WILLIAMS, MAL
2741 SUNRUNNER LANE
GULF BREEZE FL 32561

10. Name and Address of New Registered Agent
 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	P CLARK, C. BAKER JR.
STREET ADDRESS	299 FT. PICKENS RD.
CITY- ST- ZIP	PENSACOLA FL
TITLE	<input type="checkbox"/> DELETE
NAME	VP WILLIAMS, MAL
STREET ADDRESS	299 FT. PICKENS RD.
CITY- ST- ZIP	PENSACOLA FL
TITLE	<input type="checkbox"/> DELETE
NAME	ST WILLIAMS, MAL
STREET ADDRESS	299 FT. PICKENS RD.
CITY- ST- ZIP	PENSACOLA FL
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY- ST- ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY- ST- ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY- ST- ZIP	
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 declared 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: *C. Baker Clark* **C. BAKER CLARK** 3-12-97 904 932-3586
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)