

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Mar 23 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 321933 (4)**

1. Corporation Name  
**FLAGLER HOTELS OF THE BAHAMAS, INC.**

Principal Place of Business <b>THE BREAKERS HOTEL ONE SOUTH COUNTY ROAD                  PALM BEACH FL 33480                  US</b>	Mailing Address <b>THE BREAKERS HOTEL ONE SOUTH COUNTY ROAD                  PALM BEACH FL 33480                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/16/1967</b>	
21		26		4. FEI Number <b>59-1208515</b>	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

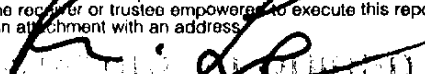
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
<b>LEONE, PAUL N.                  C/O THE BREAKERS HOTEL                  ONE SOUTH COUNTY ROAD                  PALM BEACH FL 33480</b>				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code
				<b>FL</b>	

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	CTD KENAN, III, JAMES G. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	212 BARROW ROAD	1.2 NAME	
STREET ADDRESS	LEXINGTON KY	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DVC KENAN, OWEN G. <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1011 PINEHURST CR	2.2 NAME	
STREET ADDRESS	CHAPEL HILL NC	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	SAT GILMURRAY, ALEX <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	13412 CHELMSFORD ST	3.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D KIRK JR, GARRETT <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	320 E 72ND ST 5C	4.2 NAME	
STREET ADDRESS	NEW YORK, NY, FL	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	P LEONE, PAUL N <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ONE SOUTH COUNTRY ROAD	5.2 NAME	
STREET ADDRESS	PALM BEACH FL	5.3 STREET ADDRESS	ONE SOUTH COUNTRY ROAD
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D KENAN, THOMAS S <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	108 LAUREL HILL CIRCLE	6.2 NAME	KENAN, Thomas S.
STREET ADDRESS	CHAPEL HILL NC	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 recorder 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:  Paul N. Leone 3/11/98 (561) 655-6611

CR2E034 (10/97)