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Apr 01 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 395282 (7)
1. Corporation Name
RESORT ENTERPRISES, INC.



Principal Place of Business
3911 ORANGE GROVE BLVD.
NORTH FORT MYERS FL 33903

Mailing Address
3911 ORANGE GROVE BLVD.
NORTH FORT MYERS FL 33903

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		02/09/1972	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-1379714	
24 Country		30 Country		5. Certificate of Status Desired	
				Applied For	
				Not Applicable	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				7. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30.	
				Yes No	
				8. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30.	
				Yes No	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
BISHOP, RONALD A. 3911 ORANGE GROVE BLVD. N FORT MYERS FL 33903				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD	1.1 TITLE	
NAME	BISHOP, THOMAS L	1.2 NAME	
STREET ADDRESS	1926 HOWE COURT	1.3 STREET ADDRESS	
CITY-ST-ZIP	N FT MYERS, FL 00000	1.4 CITY-ST-ZIP	
TITLE	VDS	2.1 TITLE	
NAME	BISHOP, RONALD A	2.2 NAME	
STREET ADDRESS	2216 S E 15TH TERR	2.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CORAL, FL 00000	2.4 CITY-ST-ZIP	
TITLE	PTD	3.1 TITLE	
NAME	BISHOP, DALE E	3.2 NAME	
STREET ADDRESS	4021 ORANGE GROVE RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	N FT MYERS FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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 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 _____ 5/25/98 941-995-0501

CR2E034 (10/97)