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FILED
Jan 22 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 # 452369 (2)
 1. Corporation Name
IN-WELL PROPERTIES, INC.



Principal Place of Business Mailing Address
225 NORTH 2ND STREET **225 NORTH 2ND STREET**
P.O. BOX 1321 **P.O. BOX 1321**
PALATKA FL 32178 **PALATKA FL 32178-1321**

3. Date Incorporated or Qualified 3a. Date of Last Report
05/03/1974 **01/23/1996**

4. FEI Number Applied For
59-1604544 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 2a. Mailing Address

21. Suite, Apt. #, etc. 26. Suite, Apt. #, etc.

22. City & State 27. City & State

23. Zip Country 28. Zip Country

24. 25. 29. 30.

9. Name and Address of Current Registered Agent
POWELL, EDWARD T.
225 N. 2ND STREET
PALATKA FL 32178

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POWELL, EDWARD T	1.2 NAME	
STREET ADDRESS	225 N. 2ND, P O BOX 1321	1.3 STREET ADDRESS	
CITY- ST- ZIP	PALATKA FL	1.4 CITY- ST- ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	INMAN, GEORGE H	2.2 NAME	
STREET ADDRESS	STATE RD. 314 WEST	2.3 STREET ADDRESS	
CITY- ST- ZIP	SALT SPRING FL	2.4 CITY- ST- ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POWELL, EDWARD T	3.2 NAME	
STREET ADDRESS	225 N. 2ND, P O BOX 1321	3.3 STREET ADDRESS	
CITY- ST- ZIP	PALATKA FL	3.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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)(f), 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: *Edward T. Powell* 1-14-97 904 328-6901
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)