SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750.)

PROFIT CORPORATION ANNUAL REPORT
1997-98

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

DOCUMENT # 453662 (9)

1. Corporation Name
SUNCOAST ADVENTURES LTD., INC.

Principal Place of Business	Mailing Address
604 FORTY-SECOND STREET SARASOTA FL 34234	604 FORTY-SECOND STREET SARASOTA FL 34234

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **05/27/1974**
3a. Date of Last Report: **05/01/1996**
4. FEI Number: **59-1539085** [ ] 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 owes or has paid the current year Intangible Personal Property Tax due June 30 [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

LEWIS, KURT F
6624 GATEWAY AVENUE
SARASOTA FL 34231

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 Section 607.0340 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 _____ 1/2/98
Signature of new registered agent, if changing DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SP	[X] DELETE	11 TITLE	[ ] Change [ ] Addition
NAME	KENNEDY, JEAN M		12 NAME	
STREET ADDRESS	604 42ND STREET		13 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL		14 CITY ST ZIP	
TITLE	V	[ ] DELETE	21 TITLE	[ ] Change [ ] Addition
NAME	HOWELL, M. JACKSON		22 NAME	
STREET ADDRESS	2651 GERRY ROAD		23 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL		24 CITY ST ZIP	
TITLE		[ ] DELETE	31 TITLE	[ ] Change [ ] Addition
NAME			32 NAME	
STREET ADDRESS			33 STREET ADDRESS	
CITY-ST-ZIP			34 CITY ST ZIP	
TITLE		[ ] DELETE	41 TITLE	[ ] Change [ ] Addition
NAME			42 NAME	
STREET ADDRESS			43 STREET ADDRESS	
CITY-ST-ZIP			44 CITY ST ZIP	
TITLE		[ ] DELETE	51 TITLE	[ ] Change [ ] Addition
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY ST ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Addition
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY ST ZIP	

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****900.00 ****900.00

REINSTATEMENT 9-1-98 1-18-98

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: M. Jackson Howell 1/1/98 941-355-7960

COR 034 (4/97)