

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

FILED
Apr 23 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 462638 (8)

1. Corporation Name
FLAGLER PROPERTIES, INC.



Principal Place of Business THE BREAKERS HOTEL ONE S. COUNTY ROAD PALM BEACH FL 33480 US	Mailing Address THE BREAKERS HOTEL ONE S COUNTY RD PALM BEACH FL 33480 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 10/03/1974	3a. Date of Last Report 04/24/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-2255835	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	30	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**LEONE, PAUL N.
 % THE BREAKERS HOTEL
 ONE SOUTH COUNTY RD
 PALM BEACH FL 33480**

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code **FL**

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's signature required when re-instating.) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CPT	<input type="checkbox"/> DELETE
NAME	KENAN, JAMES G., III	
STREET ADDRESS	212 BARROW ROAD	
CITY-ST-ZIP	LEXINGTON KY	
TITLE	VCD	<input type="checkbox"/> DELETE
NAME	KENAN, OWEN G.	
STREET ADDRESS	1011 PINEHURST DRIVE	
CITY-ST-ZIP	CHAPEL HILL NC	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KENAN, FRANK H.	
STREET ADDRESS	3900 DOVER ROAD	
CITY-ST-ZIP	DURHAM NC	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KENAN, JAMES G.	
STREET ADDRESS	2890 ANDREWS DRIVE NW	
CITY-ST-ZIP	ATLANTA GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KENAN, THOMAS S. III	
STREET ADDRESS	106 LAUREL HILL CIRCLE	
CITY-ST-ZIP	CHAPEL HILL NC	
TITLE	VSAT	<input type="checkbox"/> DELETE
NAME	LEONE, PAUL N	
STREET ADDRESS	ONE SOUTH COUNTRY ROAD	
CITY-ST-ZIP	PALM BEACH FL 33480	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CTD	<input checked="" 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	James C. Kenney	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	2865 Howell Mill Rd, NW	
3.3 STREET ADDRESS	Atlanta, GA 30327	
3.4 CITY-ST-ZIP		
4.1 TITLE	Alex Gilmore	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	SAT	
4.3 STREET ADDRESS	13412 Chalmers Blvd. SE.	
4.4 CITY-ST-ZIP	West Palm Beach, FL	
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	P	<input checked="" 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 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: _____ (561) 659-8493

CR2E034 (9/96)