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PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Secretary of State

DIVISION OF CORPORATIONS

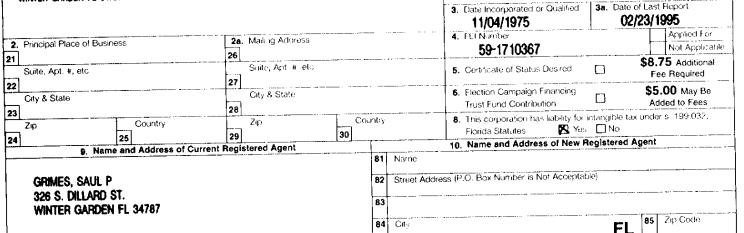
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RAY SPEARS REALTY, INC.

Principal Place of Business

326 S DILLIARD ST WINTER GARDEN FL 34787 Mailing Address

326 S DILLIARD ST WINTER GARDEN FL 34787



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. Thereby accept the appointment as registered agent. Taru familiar with, and accept the obligations of, Section 607.0505. Florida Statutes.

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12.	OFFICERS AND DIRECTO	RS	13.	ADDITIONS/CHANGES TO OFFICE	RS AND DIRECTO	Addition
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CITY-ST-ZIP	WINTER GARDEN FL 34787		14 ONV ST-ZIP		Conson	Addition
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NAME	GRIMES, ANN M		2.2 NAM:			
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14. I do hereby certify that the information supplied with this fung is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). 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 of trustee galpowered to execute this report as required by Chapter 607. Florida Statutes; and that my name appears in Block 12 or Block 18 if chapted, or on any attachment with an address.

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR