

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

FILED

May 02 1997 8:00am  
Secretary of State

|                                                     |  |                                                                                                                                                                                             |  |
|-----------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1997</b>  |  |  FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| <b>DOCUMENT # 502828</b>                            |  | <b>(7)</b>                                                                                                                                                                                  |  |
| 1. Corporation Name<br><b>PHILLIPS GROVES, INC.</b> |  |                                                                                                                                                                                             |  |



|                                                                                   |                                                                        |
|-----------------------------------------------------------------------------------|------------------------------------------------------------------------|
| Principal Place of Business<br><b>219 FLORAL ST<br/>OCOE FL 34761-2622<br/>US</b> | Mailing Address<br><b>219 FLORAL ST.<br/>OCOE FL 34761-2622<br/>US</b> |
|-----------------------------------------------------------------------------------|------------------------------------------------------------------------|

|                                                                                               |  |                                                                                                                                                  |  |                                                                             |                                              |
|-----------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------|----------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country                                                               |  | 3. Date Incorporated or Qualified<br><b>05/10/1976</b>                      | 3a. Date of Last Report<br><b>04/25/1996</b> |
| 4. FEI Number<br><b>59-1667150</b>                                                            |  | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                        |  | Applied For<br>Not Applicable                                               |                                              |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>            |  | 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No |  | <b>\$8.75 Additional Fee Required</b><br><b>\$5.00 May Be Added to Fees</b> |                                              |

|                                                                                                                 |  |  |  |                                                                                                                                                         |  |
|-----------------------------------------------------------------------------------------------------------------|--|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>PHILLIPS, JAMES D<br/>219 FLORAL ST<br/>OCOE FL 34761</b> |  |  |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City <b>FL</b> 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<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>TSD<br/>PHILLIPS, CATHY L.<br/>8631 VALLEY RIDGE COURT<br/>ORLANDO, FL 00000</b> <input type="checkbox"/> DELETE   | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP | <b>TS<br/>Phillips, Cathy L.<br/>12436 Summerport Bch Way<br/>Windermere FL 34786</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>VD<br/>PHILLIPS, DIAN S<br/>12436 SUMMERPORT BCH WAY<br/>WINDERMERE, FL 00000</b> <input type="checkbox"/> DELETE  | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP | <b>8818 Torey Pines Terrace<br/>Orlando FL 32819</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition                                  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>PD<br/>PHILLIPS, JAMES D<br/>12436 SUMMERPORT BCH WAY<br/>WINDERMERE, FL 00000</b> <input type="checkbox"/> DELETE | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP | <b>8818 Torey Pines Terrace<br/>Orlando FL 32819</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition                                  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                                       | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP | <b>D<br/>James S. Phillips<br/>1476 Kelso Blvd<br/>Windermere FL 34786</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                                       | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                                       | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                  |

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: Cathy L. Phillips **CATHY L. PHILLIPS** 1-10-97 407-656-4334  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)