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Feb 12 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 # 598818 (3)

1. Corporation Name
ROYAL PINES, INC.

Principal Place of Business
2171 E VINA DEL MAR BLVD
ST PETERSBURG FL 33706

Mailing Address
2171 E VINA DEL MAR BLVD
ST PETERSBURG FL 33706-2827



3. Date Incorporated or Qualified 12/29/1978
3a. Date of Last Report 04/12/1996

2. Principal Place of Business 21 Suite, Apt. #, etc. 2a. Mailing Address 26 Suite, Apt. #, etc.
4. FEI Number 59-1976515 Applied For Not Applicable

22 City & State 27 City & State
5. Certificate of Status Desired \$8.75 Additional Fee Required

23 Zip Country 28 Zip Country
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

24 25 29 30
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WILLIAM F MARTIN
2171 E VINA DEL MAR BLVD
ST PETERSBURG, FL MH 33706

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 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	1.1 TITLE	
NAME	MARTIN, WILLIAM F	1.2 NAME	
STREET ADDRESS	2171 E VINA DEL MAR BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST PETERSBURG BCH FL	1.4 CITY-ST-ZIP	
TITLE	VSD	2.1 TITLE	
NAME	MARTIN, FRANCES	2.2 NAME	
STREET ADDRESS	2171 E VINA DEL MAR BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST PETERSBURG BCH FL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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)(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: 2-6-97 President
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)