FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # 635790 (9)

1. Corporation Name

SOUND RETREAT, INC.

Principal Place of Business
4883 GLOVER LANE
P.O. BOX 894
MILTON FL 32572

Mailing Address
4883 GLOVER LANE
P.O. BOX 894
MILTON FL 32572

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified: 09/12/1979
3a. Date of Last Report: 02/27/1995
4. FEI Number: 59-2095818 [ ] 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 has liability for intangible tax under s. 199.032 Florida Statutes [X] Yes [ ] No

9. **Name and Address of Current Registered Agent**

ROLLO, WILLIAM R
4350 COACHMAN ROAD
MILTON FL 32583

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 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 ____ DATE ____

12. OFFICERS AND DIRECTORS

TITLE	DP	[ ] DELETE
NAME	ROLLO, WILLIAM R.	
STREET ADDRESS	4350 COACHMAN ROAD	
CITY-ST-ZIP	MILTON FL	
TITLE	VD	[ ] DELETE
NAME	STEPHENS, NORMAN W.	
STREET ADDRESS	2005 JAY'S WAY,N.W.	
CITY-ST-ZIP	MILTON FL	
TITLE	TSD	[ ] DELETE
NAME	WEST, DON T.	
STREET ADDRESS	6236 WILLARD NORRIS RD.	
CITY-ST-ZIP	MILTON FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] 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 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 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: William R. Rollo 2/28/96 (904) 623-0116

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)