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AND
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1997 MAY 12 PM 12: 43

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 646445 (7)

1. Corporation Name
PHILLIPS GALLERIES OF FLORIDA, INC.

Principal Place of Business 318 WORTH AVE. PALM BEACH FL 33480	Mailing Address 318 WORTH AVE. PALM BEACH FL 33480-4817
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 11/28/1979	3a. Date of Last Report 07/24/1996
21 Suite, Apt #, etc	26 Suite, Apt #, etc.	4. FEI Number 59-1938209	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	8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**JOHNSON, TERRY
8121A NORTHBORO CT.
W. PALM BEACH FL 33408**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PDS	<input type="checkbox"/> DELETE
NAME	JOHNSON, TERRY	
STREET ADDRESS	8121A NORTHBORO CT.	
CITY-ST-ZIP	WEST PALM BEACH FL 33408	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

700002184087--4

--05/19/97--01191--018

******550.00 ****550.00**

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 in an attachment with an address.

SIGNATURE: *Terry D. Johnson* **5/4/97** (651) 832 6311

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

CR2E034 (9/96)