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Apr 17 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 # 654728 (5)

1. Corporation Name
RAINTREE, INC.



Principal Place of Business
218 PALMER PARK LANE
DAVENPORT FL 33837

Mailing Address
218 PALMER PARK LANE
DAVENPORT FL 33837-9681

3. Date Incorporated or Qualified
02/04/1980

3a. Date of Last Report
04/17/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-1729788	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
24. Country	29. Country		

9. Name and Address of Current Registered Agent

CLIFTON, PALMER R.
218 PALMER PARK LANE
DAVENPORT FL 33837

10. Name and Address of New Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City

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	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CLIFTON, DOROTHY M.	1.2 NAME	
STREET ADDRESS	218 PALMER PARK LANE	1.3 STREET ADDRESS	
CITY - ST - ZIP	DAVENPORT FL	1.4 CITY - ST - ZIP	zip 33837
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CLIFTON, KEVIN M.	2.2 NAME	
STREET ADDRESS	1003 GREAT OAKS	2.3 STREET ADDRESS	DRIVE
CITY - ST - ZIP	HOLLY HILL FL	2.4 CITY - ST - ZIP	32117
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DANSKY, LAVONNE R.	3.2 NAME	
STREET ADDRESS	1639 PAUL SHOPING AVE.	3.3 STREET ADDRESS	
CITY - ST - ZIP	MORGANTON NC	3.4 CITY - ST - ZIP	28455
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: Dorothy M. Clifton - DOROTHY M. Clifton 4-10-97 941-424-5674

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

CR2E034 (9/96)