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Apr 22 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 # 678074 (6)
1. Corporation Name
FIFTY-FOUR DEVELOPERS, INC.



Principal Place of Business
9734 US HIGHWAY 19
PORT RICHEY FL 34688

Mailing Address
9734 US HIGHWAY 19
PORT RICHEY FL 34688-3845

3. Date Incorporated or Qualified 07/07/1980	3a. Date of Last Report 04/05/1996
4. FEI Number 59-2049253	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fees Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent BIACHE, GREGG P. 9734 US 19 PORT RICHEY FL 34688		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	
NAME	BIACHE, GREG	1.2 NAME	
STREET ADDRESS	9734 US 19	1.3 STREET ADDRESS	
CITY - ST - ZIP	PORT RICHEY FL	1.4 CITY - ST - ZIP	
TITLE	T	2.1 TITLE	
NAME	JOHNSON, FRED	2.2 NAME	
STREET ADDRESS	4822 US 19	2.3 STREET ADDRESS	
CITY - ST - ZIP	NEW PORT RICHEY FL	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	
NAME	LEMERY, CARL F, JR	3.2 NAME	
STREET ADDRESS	RT 3 BOX 405-C	3.3 STREET ADDRESS	
CITY - ST - ZIP	CHEIFLND FL	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: Gregg P. Biache 4/16/97 813 849 5200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)