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Jan 29 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 # 687838 (3)
1. Corporation Name:
ST. ANDREWS CLUB MANAGEMENT CORPORATION



Principal Place of Business Mailing Address
2800 CANTRELL RD.
PO BOX 3375
LITTLE ROCK AR 72203
2800 CANTRELL RD.
PO BOX 3375
LITTLE ROCK AR 72203-3375

3. Date Incorporated or Qualified 09/16/1980
3a. Date of Last Report 02/26/1996

2. Principal Place of Business 21 11001 Executive Center Dr. Suite, Apt. #, etc. 22 City & State 23 Little Rock, Arkansas Zip 24 72211 Country 25 USA	2a. Mailing Address 26 11001 Executive Center Dr. Suite, Apt. #, etc. 27 P.O. Box 3375 City & State 28 Little Rock, Arkansas Zip 29 72203 Country 30 USA	4. FEI Number 59-2098232 Applied For Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee 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
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9. Name and Address of Current Registered Agent

AYCOCK, LYNDIA R
ONE INDEPENDENT DRIVE
3000 INDEPENDENT DRIVE
JACKSONVILLE FL 32202

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	MCCONNELL, JACK	
STREET ADDRESS	2800 CANTRELL RD.	
CITY - ST - ZIP	LITTLE ROCK AR	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BENNETT, WILLIAM	
STREET ADDRESS	2800 CANTRELL RD.	
CITY - ST - ZIP	LITTLE ROCK AR	
TITLE	VDS	<input type="checkbox"/> DELETE
NAME	DUMENY, MARCEL J.	
STREET ADDRESS	2800 CANTRELL RD.	
CITY - ST - ZIP	LITTLE ROCK AR	
TITLE	PT	<input type="checkbox"/> DELETE
NAME	HOWETH, ROBERT W.	
STREET ADDRESS	2800 CANTRELL RD.	
CITY - ST - ZIP	LITTLE ROCK AR	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VDS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	McConnell, Jack	
1.3 STREET ADDRESS	11001 Executive Center Drive	
1.4 CITY - ST - ZIP	Little Rock, Arkansas 72211	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	11001 Executive Center Drive	
2.4 CITY - ST - ZIP	Little Rock, Arkansas 72211	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	11001 Executive Center Drive	
3.4 CITY - ST - ZIP	Little Rock, Arkansas 72211	
4.1 TITLE	PTD	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Howeth, Robert W.	
4.3 STREET ADDRESS	11001 Executive Center Drive	
4.4 CITY - ST - ZIP	Little Rock, Arkansas 72211	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (9/96)