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Feb 17 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 702080 (3)

1. Corporation Name
PALMS OF SEBRING, INC.



Principal Place of Business Mailing Address
725 S PINE ST. SEBRING FL 33870 725 S PINE ST. SEBRING FL 33870-3654

3. Date Incorporated or Qualified 03/01/1961 3a. Date of Last Report 04/18/1996

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 59-0934514 Applied For Not Applicable
22 Suite, Apt. #, etc. 27 Suite, Apt. #, etc. 5. Certificate of Status Desired \$8.75 Additional Fee Required
23 City & State 28 City & State 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
24 Zip Country 29 Zip Country 30 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent MAY, RODNEY K., ESQ. 111 NORTH ORANGE AVE. SUITE 1800 ORLANDO FL 32802-9193
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 617.0502 and 617.1508, 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 617.0503, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALDRICH, STEPHEN	1.2 NAME	
STREET ADDRESS	4512 PITCHING WEDGE WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL	1.4 CITY-ST-ZIP	
TITLE	VD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	1st Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BIELEFELD, VERNON	2.2 NAME	John Dorr
STREET ADDRESS	1535 SHAMROCK DRIVE	2.3 STREET ADDRESS	2211 Pinewood Blvd.
CITY-ST-ZIP	SEBRING FL	2.4 CITY-ST-ZIP	Sebring, FL 33870
TITLE	VD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	2nd Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ZIN, PHILIP	3.2 NAME	Ralph Hollenberg
STREET ADDRESS	1405 E. HENRY STREET	3.3 STREET ADDRESS	3701 Kearnly Avenue
CITY-ST-ZIP	TAMPA FL	3.4 CITY-ST-ZIP	Sebring, FL 33872
TITLE	TD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MILLER, ELIZABETH	4.2 NAME	John Lengyel
STREET ADDRESS	3651 US 27 SOUTH 193	4.3 STREET ADDRESS	4321 Duffer Loop
CITY-ST-ZIP	SEBRING FL 33870	4.4 CITY-ST-ZIP	Sebring, FL 33872
TITLE	SD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EARLY, RUTH	5.2 NAME	
STREET ADDRESS	245 OAK AVENUE, APT. 514	5.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL	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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Stephen R. Aldrich (Typed Name) Stephen R. Aldrich (Printed Name) 1/22/97 407-429-2009 (Date and Phone)

CR2E037 (9/96)