

FILE NOW: FILING FEE IS \$61.25

FILED  
May 16 1997 8:00am  
Secretary of State

|                                                          |                                                                                   |                                                                                                           |
|----------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| NONPROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **727937** (5)  
1. Corporation Name  
**ARLINGTON WOMAN'S CLUB HOLDING CORPORATION**



|                                                                                   |                                                                            |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Principal Place of Business<br><b>5714 ARLINGTON RD<br/>JACKSONVILLE FL 32211</b> | Mailing Address<br><b>5714 ARLINGTON RD<br/>JACKSONVILLE FL 32211-5318</b> |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------|

|                                |                       |                                                                                                                                                             |  |                                                        |                                              |
|--------------------------------|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------|----------------------------------------------|
| 2. Principal Place of Business |                       | 2a. Mailing Address                                                                                                                                         |  | 3. Date Incorporated or Qualified<br><b>11/05/1973</b> | 3a. Date of Last Report<br><b>03/15/1996</b> |
| 21 Suite, Apt #, etc           | 26 Suite, Apt #, etc. | 4. FEI Number<br><b>59-0933692</b>                                                                                                                          |  | Applied For<br>Not Applicable                          |                                              |
| 22 City & State                | 27 City & State       | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                   |  | <b>\$8.75 Additional Fee Required</b>                  |                                              |
| 23 Zip                         | 28 Zip                | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                             |  | <b>\$5.00 May Be Added to Fees</b>                     |                                              |
| 24 Country                     | 29 Country            | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |                                                        |                                              |

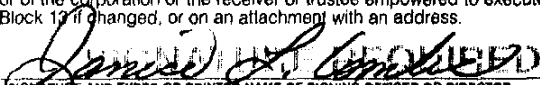
|                                                                                                                                  |  |                                                       |  |
|----------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>COMBS, JANICE<br/>2603 S PONTE VEDRA BLVD<br/>PONTE VEDRA BCH FL 32082</b> |  | 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 <b>FL</b>                                 |  |

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS |                                    | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                              |
|----------------------------|------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE                      | VD <input type="checkbox"/> DELETE | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>PADGETT, FRANCES</b>            | 1.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>2914 SALEM COURT</b>            | 1.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>             | 1.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | VP <input type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>VARNEL, D</b>                   | 2.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>4445 RIVER TRAIL ROAD</b>       | 2.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>             | 2.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | VP <input type="checkbox"/> DELETE | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>HARTSOCK, ISABEL</b>            | 3.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>2280 UNIVERSITY BLVD N #65</b>  | 3.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>             | 3.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | VD <input type="checkbox"/> DELETE | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>COMBS, JANICE</b>               | 4.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>2603 S PONTE VEDRA BLVD</b>     | 4.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>PONTE VEDRA BCH FL</b>          | 4.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | T <input type="checkbox"/> DELETE  | 5.1 TITLE                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>ELKINS, ROBERTA</b>             | 5.2 NAME                                              | <b>AT ELKINS Roberta</b>                                                     |
| STREET ADDRESS             | <b>3548 SANDBURG ROAD</b>          | 5.3 STREET ADDRESS                                    | <b>4251 MONUMENT RD #601</b>                                                 |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>             | 5.4 CITY-ST-ZIP                                       | <b>JAX FLA 32225</b>                                                         |
| TITLE                      | S <input type="checkbox"/> DELETE  | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>FWLER, ALTHEA M</b>             | 6.2 NAME                                              |                                                                              |
| STREET ADDRESS             | <b>1331 GRIFLET RD.</b>            | 6.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>             | 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:  4/22/97  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #0006516

CR2E037 (9/96)