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Mar 26 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 # 729411 (9)
1. Corporation Name
VENETIAN COVE CLUB, INC.



Principal Place of Business Mailing Address
3500 GULF SHORE BLVD., N. NAPLES FL 33940 3500 GULF SHORE BLVD., N. NAPLES FL 34103-3605

3. Date Incorporated or Qualified 04/18/1974 3a. Date of Last Report 04/04/1996
4. FEI Number 59-1673835 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes 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 25 29 30
9. Name and Address of Current Registered Agent POLLARD, FRANK 3500 GULF SHORE BLVD NORTH NAPLES FL 33940
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE SD	THORNTON, GEORGETTE 3500 GULF SHORE BLVD., N. NAPLES FL	<input checked="" type="checkbox"/> DELETE	1.1 TITLE SD 1.2 NAME JOHNSTON, MARJORIE 1.3 STREET ADDRESS 3500 GULF SHORE BLVD N 1.4 CITY-ST-ZIP NAPLES, FL 34103
TITLE P	SMITH, E.L. 3500 GULF SHORE BLVD N NAPLES FL	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE TD	CARR, PETER 3500 GULF SHORE BLVD N NAPLES FL	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE D	REINHART, DARREL 3500 GULF SHORE BLVD., N. NAPLES FL	<input checked="" type="checkbox"/> DELETE	4.1 TITLE D 4.2 NAME STERN, ROBERT 4.3 STREET ADDRESS 3500 GULF SHORE BLVD N 4.4 CITY-ST-ZIP NAPLES, FL
TITLE VD	O'DAY, ROY 3500 GULF SHORE BLVD., N. NAPLES FL	<input checked="" type="checkbox"/> DELETE	5.1 TITLE VD 5.2 NAME BILLMAN, EDWARD 5.3 STREET ADDRESS 3500 GULF SHORE BLVD N 5.4 CITY-ST-ZIP NAPLES, FL
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Marjorie Johnston* 3/20/97 262-2326
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0059370

CR2E037 (9/96)