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Mar 07 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 745896 (1)

1. Corporation Name

CARIBBEAN BEACH CLUB ASSOCIATION, INC.



Principal Place of Business 7600 ESTERO BLVD. FT. MYERS FL 33931 US	Mailing Address 12995 CLEVELAND AVE STE 164 FT. MYERS FL 33907-3875 US
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3. Date Incorporated or Qualified 02/12/1979	3a. Date of Last Report 04/24/1996
4. FEI Number 59-1972323	Applied For <input type="checkbox"/> 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	

21. Principal Place of Business 7600 Estero Blvd. Suite, Apt. #, etc.	2a. Mailing Address P. O. Box 540669 Suite, Apt. #, etc.
22. City & State Ft. Myers, FL	2b. City & State Merritt Island, FL
24. Zip 33931	25. Country US
29. Zip 32954	30. Country US

9. Name and Address of Current Registered Agent RDI RESORT SERVICES SAGE, DONNA 12995 CLEVELAND AVE FT MYERS FL 33907	10. Name and Address of New Registered Agent 81 Name Kipi and Lowe, Esq. 82 Street Address (P.O. Box Number is Not Acceptable) 1759 West Broadway, Suite 8 83 84 City Oviedo 85 Zip Code FL 32765
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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: *Jaffery T. Kipi* 24 Feb 97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
T KUBAK, JOSEPH 1220 SHELBY PKY. CAPE CORAL FL	<input type="checkbox"/> DELETE	1.1 TITLE D Berry, David 2740 Via La Quinta N. Fort Myers, FL 33917	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
D BANKER, ALBERT 26881 WEDGEWOOD DR BONITA SPRINGS FL	<input type="checkbox"/> DELETE	2.1 TITLE D Andres, Thomas 772 N. US Hwy 1 N. Palm Beach, FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
S NEISHLOSS, RON 17 BURNSIDE AVE NORRISTOWN PA	<input type="checkbox"/> DELETE	3.1 TITLE VP Wilmes, Robert 1309 Dallwood Drive St. Louis, MO 63126	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
P JENNINGS, JAMES 1858 CHATFIELD RD COLUMBUS OH	<input checked="" type="checkbox"/> DELETE	4.1 TITLE 700002107507 -03/07/97--01069--022	<input type="checkbox"/> Change <input type="checkbox"/> Addition
D POPE, PAUL JR. 2293 S.W. 24TH TERRACE MIAMI FL	<input checked="" type="checkbox"/> DELETE	5.1 TITLE ***61.25	<input type="checkbox"/> Change <input type="checkbox"/> Addition
VP O'CONNOR, EDWARD 1669 LINDAN AVE ALDEN NY	<input type="checkbox"/> DELETE	6.1 TITLE P O'Connor, Edward 1669 Lindan Ave. Alden NY	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

700002107507
-03/07/97--01069--022
***61.25
3-7-97

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, unchanged, or on an attachment with an address. ROBERT F. WILMES, Vice President

SIGNATURE: *Robert F. Wilmes, P.* 2/7/97 941-463-6111
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 005258

CR2E037 (9/96)