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Feb 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 # 753554 (5)

1. Corporation Name
CARLTON MANOR, INC.



Principal Place of Business: 45 WESTWOOD TERRACE N. ST PETERSBURG FL 33710
Mailing Address: 45 WESTWOOD TERRACE N. ST PETERSBURG FL 33710-8325

3. Date Incorporated or Qualified: 07/30/1980
3a. Date of Last Report: 02/05/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	59-2058176	Not Applicable
Suite, Apt #, etc.	Suite, Apt #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23	28	<input type="checkbox"/>	
Zip	Country	29	30
24	25	28	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		10. Name and Address of New Registered Agent	
BUXBAUM, PAUL 10417 BAYSHORE DR., N. MADEIRA BEACH FL 33708		61 Name	
		62 Street Address (P.O. Box Number is Not Acceptable)	
		63	
		64 City	FL 65 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	D <input type="checkbox"/> DELETE	1.1 TITLE	PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BUXBAUM, PAUL	1.2 NAME	DR. JEFF HOWARD
STREET ADDRESS	10471 BAYSHORE DR., N	1.3 STREET ADDRESS	9214 Wood MEADOW Loop
CITY-ST-ZIP	MADEIRA BEACH FL	1.4 CITY-ST-ZIP	BRADENTON FL 34202
TITLE	PD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	VICE PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CARFORA, WALTER	2.2 NAME	DR. JENNIFER HALL
STREET ADDRESS	3 SEA LANE SOUTH	2.3 STREET ADDRESS	729-83 AVE. N. #203
CITY-ST-ZIP	ST PETERSBURG FL	2.4 CITY-ST-ZIP	St. PETERSBURG FL 33702
TITLE	TO <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	ROHR, THOMAS	3.2 NAME	
STREET ADDRESS	7753 132ND WAY N	3.3 STREET ADDRESS	
CITY-ST-ZIP	SEMINOLE FL	3.4 CITY-ST-ZIP	
TITLE	SD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	
NAME	LETONA, EDGAR	4.2 NAME	
STREET ADDRESS	1097 38 AVE., NE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST PETERSBURG FL	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
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: PAUL BUXBAUM, Ex. Dir. *Paul Buxbaum* 1/21/97 813-343
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0050676 3402

CR2E037 (9/96)