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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 760013

1. Corporation Name
PASS-A-GRILLE BEACH MOTEL, INC.

Principal Place of Business 709 GULF WAY P.O. BOX 46834 PASS-A-GRILLE FL 33706	Mailing Address 709 GULF WAY ST PETERSBURG BEACH FL 33706-352 US
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21 2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 09/11/1981
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number 59-2168010
23 City & State	28 City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24 Zip	29 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent BRUDNY, MICHAEL J. ONE URBAN CENTER STE 985 4830 WEST KENNEDY BLVD. TAMPA FL 33609	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 FL
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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 Brenda L. Sturgeon DATE 1/20/99
Signature, typed or printed name of registered agent and job, if applicable. (NOTE: Registered Agent signature required when resigning.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD DI BARTOLO, EUGENE N 7507 OAKVISTA CIRCLE TAMPA FL 41 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition PRESIDENT BRENDA STURBEON 6762 E. C.R. 750 S. MOORESVILLE INDIANA 46158
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD O'TOOLE, ROSE 806 OAKFORK PLACE BRANDON FL 33511 <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition VICE PRESIDENT GAIL STEVENSON 974 ALCAZA WAY SO. ST. PETERSBURG FLA, 33705
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TD SHERWOOD, MARYDELLE 109 GULF WAY STE 22 ST PETERSBURG BCH FL <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition TREASURER JAMES ROHL 1402 55th SE S GULFPORT, FLA 33707
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD STURGEON, BRENDA 8762 COUNTY ROAD 750 MOORVILLE IN 48158 <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition SECRETARY DENISE LENNON 2606 16th ST. N. ST. PETE, FLA 33706
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I 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, with all other like empowered.

SIGNATURE: Brenda L. Sturgeon DATE 1/20/99 317-839-6463
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E037 (1/198)