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Jan 29 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 # **762426** (5)
1. Corporation Name
HILLCREST ESTATES, INC.



Principal Place of Business 39101 HEALTH DR., ZEPHYRHILLS FL 33540	Mailing Address 39101 HEALTH DR., ZEPHYRHILLS FL 33540-6496
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3. Date Incorporated or Qualified 03/15/1982	3a. Date of Last Report 01/31/1996
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2. Principal Place of Business 21 HILLCREST ESTATE, INC.	2a. Mailing Address 26 39101 HEATH DR.
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23 ZEPHYRHILLS, FL.	City & State 28 ZEPHYRHILLS, FL.
Zip 24 33540	Country 25 PASCO
Zip 29 33540	Country 30 PASCO

4. FEI Number 65-0017982	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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent TRUELSEN, ELAINE M. 39116 HILLCREST DR. ZEPHYRHILLS FL 33540		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	

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 _____
Signature, typed or printed name of registered agent and title if applicable (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	P
NAME	DOYLE, TOM	1.2 NAME	MURPHY, THOMAS
STREET ADDRESS	39207 HEATH DR.	1.3 STREET ADDRESS	39105 HEATH, DR.
CITY-ST-ZIP	ZEPHYRHILLS FL	1.4 CITY-ST-ZIP	ZEPHYRHILLS, FL. 33540
TITLE	V	2.1 TITLE	V
NAME	MURPHY, THOMAS	2.2 NAME	VOYTKO, GERRY
STREET ADDRESS	39105 HEATH DR.	2.3 STREET ADDRESS	39122 HILLCREST, DR.
CITY-ST-ZIP	ZEPHYRHILLS FL	2.4 CITY-ST-ZIP	ZEPHYRHILLS, FL. 33540
TITLE	D	3.1 TITLE	D
NAME	AUSTIN, HAROLD	3.2 NAME	WILSON, RALPH
STREET ADDRESS	39133 HEATH DR.	3.3 STREET ADDRESS	39107 HILLCREST DR.
CITY-ST-ZIP	ZEPHYRHILLS FL	3.4 CITY-ST-ZIP	ZEPHYRHILLS, FL. 33540
TITLE	D	4.1 TITLE	D
NAME	ERENETTE, DENNIS	4.2 NAME	Ed Austin
STREET ADDRESS	39046 HILLCREST DR.	4.3 STREET ADDRESS	39152 HILLCREST DR,
CITY-ST-ZIP	ZEPHYRHILLS FL	4.4 CITY-ST-ZIP	ZEPHYRHILLS, FL. 33540
TITLE	ST	5.1 TITLE	
NAME	TRUELSEN, ELAINE M.	5.2 NAME	
STREET ADDRESS	39116 HILLCREST DR.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ZEPHYRHILLS FL 33540	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	BODA, BEVERLY	6.2 NAME	
STREET ADDRESS	39206 HILLCREST DR.	6.3 STREET ADDRESS	
CITY-ST-ZIP	ZEPHYRHILLS FL	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 *ELAINE M. TRUELSEN* 813-
39116 HILLCREST DR. 33540

CR2E037 (9/96)