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Feb 13 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 # 767221 (5)

1. Corporation Name
BENESTROPHE, INC.



Principal Place of Business Mailing Address
1555 NE OCEAN BLVD 403N 1555 NE OCEAN BLVD 403N
STUART FL 34996 STUART FL 34996-1569

3. Date Incorporated or Qualified 02/28/1983 3a. Date of Last Report 03/15/1996

2. Principal Place of Business 2a. Mailing Address

4. FEI Number 59-2366820 Applied For Not Applicable

Suite, Apt. #, etc. Suite, Apt. #, etc.

5. Certificate of Status Desired \$8.75 Additional Fee Required

City & State City & State

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

Zip Country Zip Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BERTRAM, RICHARD
1555 NE OCEAN BLVD
SUITE #403N
STUART FL 34996

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 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERTRAM, RICHARD (CHRMN)	1.2 NAME	
STREET ADDRESS	155 NE OCEAN BLVD. #403N	1.3 STREET ADDRESS	
CITY-ST-ZIP	STUART FL 34996	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STOLL, JIM	2.2 NAME	
STREET ADDRESS	1142 N. LAKE SHORE DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34277-5925	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAULBEE, TOM	3.2 NAME	
STREET ADDRESS	502 MIRAMAR LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BCH GARDENS FL 33410-2160	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WISWELL, BYRON	4.2 NAME	
STREET ADDRESS	1555 NE OCEAN BLVD 2005F	4.3 STREET ADDRESS	
CITY-ST-ZIP	STUART FL 34996	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOC, VICTOR	5.2 NAME	
STREET ADDRESS	P. O. BOX 5315 N/A	5.3 STREET ADDRESS	
CITY-ST-ZIP	EUGENE OR 97405	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUESADA, OSCAR MIRO	6.2 NAME	
STREET ADDRESS	2601 N. FLAGLER DR., #104	6.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL 33407	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: TOM TAULBEE 02/06/97 (561) 687-5457
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0072123

CR2E037 (9/96)