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**Feb 03 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Montham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 816493 (1)

1. Corporation Name
WINTER COLONY INC



Principal Place of Business 4300 EL MAR DRIVE APT. #1 LAUDERDALE BY THE SEA FL 33308	Mailing Address 4300 EL MAR DRIVE APT. #1 LAUDERDALE BY THE SEA FL 33308-5062
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3. Date Incorporated or Qualified 11/08/1962	3a. Date of Last Report 02/08/1996
4. FEI Number 59-0808224	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 Suite, Apt. #, etc.	22. Mailing Address Suite, Apt. #, etc.
23. City & State	24. City & State
25. Zip Country	26. Zip Country

9. Name and Address of Current Registered Agent

**HOMESTON, SUSAN
4300 EL MAR DR #1
LAUDERDALE BY SEA
FT. LAUDERDALE FL 33308**

10. Name and Address of New Registered Agent

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MC NABB, JAMES	
STREET ADDRESS	430 ELMAR DRIVE	
CITY-ST-ZIP	LAUDERDALE BY THE SEA FL	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	SHOULDICE, CATHY	
STREET ADDRESS	4300 EL MAR DR.	
CITY-ST-ZIP	LAUDERDALE BY THE SEA FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	GAVIN, JOHN	
STREET ADDRESS	4300 EL MAR DRIVE	
CITY-ST-ZIP	LAUDERDALE BY THE SEA FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	CLYDE, RONALD	
STREET ADDRESS	4300 EL MAR DR	
CITY-ST-ZIP	LAUDERDALE SEA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BROWN, ROBERT	
STREET ADDRESS	4300 EL MAR DR.	
CITY-ST-ZIP	LAUDERDALE BY THE SEA FL	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	HUMESTON, SUSAN	
STREET ADDRESS	4300 EL MAR DR APT 24	
CITY-ST-ZIP	LAUDERDALE SEA FL 33308	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	MC NABB, JAMES	
1.3 STREET ADDRESS	4300 ELMAR DR	
1.4 CITY-ST-ZIP	LAUD. BY SEA, FL	
2.1 TITLE	VPD	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	SHOULDICE CATHY	
2.3 STREET ADDRESS	4300 ELMAR DR	
2.4 CITY-ST-ZIP	LAUD. BY SEA, FL.	
3.1 TITLE	SD	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	GAVIN JOHN	
3.3 STREET ADDRESS	4300 ELMAR DR	
3.4 CITY-ST-ZIP	LAUD BY SEA FL.	
4.1 TITLE	TD	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	CLYDE RONALD	
4.3 STREET ADDRESS	4300 ELMAR DR	
4.4 CITY-ST-ZIP	LAUD. BY SEA, FL	
5.1 TITLE	D	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	BROWN ROBERT	
5.3 STREET ADDRESS	4300 ELMAR DR	
5.4 CITY-ST-ZIP	LAUD. BY SEA FL.	
6.1 TITLE	AT	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	HUMESTON, SUSAN	
6.3 STREET ADDRESS	4300 ELMAR DR.	
6.4 CITY-ST-ZIP	LAUD BY SEA FL	

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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Susan Humeston* **SUSAN HUMESTON** 1/7/97 957 491-5261

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)