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FILED
Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 825238 (9)

1. Corporation Name
AMELIA ISLAND COMPANY



Principal Place of Business % CORPORATE CONTROLLER P.O. BOX 3000 AMELIA ISLAND FL 32035-1307 US	Mailing Address % CORPORATE CONTROLLER P.O. BOX 3000 AMELIA ISLAND FL 32035-3000 US
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3. Date Incorporated or Qualified 10/21/1970	3a. Date of Last Report 04/16/1996
4. FEI Number 57-0527665	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Fernandina Beach, FL 24 Zip 32035-3000 25 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Fernandina Beach, FL 29 Zip 32035-3000 30 Country
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9. Name and Address of Current Registered Agent COMMANDER, CHARLES E., III 200 LAURA ST JACKSONVILLE FL 32201	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 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 _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE D	<input type="checkbox"/> DELETE COOPER, RICHARD L. 2750 TERMINAL TOWER CLEVELAND OH	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE SD	<input type="checkbox"/> DELETE COOPER, RICHARD A.(ASST) 2750 TERMINAL TOWER CLEVELAND OH	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE SD	<input type="checkbox"/> DELETE GUDBRANSON, ROBERT N. 2750 TERMINAL TOWER CLEVELAND OH	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE V	<input type="checkbox"/> DELETE BRAY, S. NORMAN AMELIA ISLAND PLANTATION AMELIA ISLAND FL	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE P	<input type="checkbox"/> DELETE HEALAN, JACK B., JR. AMELIA ISLAND PLANTATION AMELIA ISLAND FL	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE V	<input type="checkbox"/> DELETE PALMISANO, LAURA AMELIA ISLAND PLANTATION AMELIA ISLAND FL	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

Laura T. Palmisano

SIGNATURE: *Laura T. Palmisano*