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May 29 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Northam, Secretary of State DIVISION OF CORPORATIONS</b>	
<b>DOCUMENT #</b> F15021 1. Corporation Name <b>BOUNDS VILLAGE TRAVEL, INC.</b>			
Principal Place of Business <b>851 HIGHWAY 98 East Shores Shopping Center Destin, Florida 32541</b>		Mailing Address	
2. Principal Place of Business 21 <b>Same as above</b> Suite, Apt. #, etc.		2a. Mailing Address 26 <b>851 Hwy 98 East</b> Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip Country 24 25		28 <b>Destin, FL 32541</b> 29 30 <b>USA</b>	
9. Name and Address of Current Registered Agent <b>Lee E. Bounds, SR 570 L'Ombre Ct Ft Walton Beach, FL. 32547</b>			
10. Name and Address of New Registered Agent 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 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 <i>Lee E. Bounds</i> 30, April 1997 <small>NOTE: Registered Agent signature required when re-instating.</small>			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 11 TITLE <b>PRESIDENT</b> [ ] Change [ ] Addition 12 NAME <b>LEE E. BOUNDS</b> 13 STREET ADDRESS <b>570 L'OMBRE CT</b> 14 CITY-ST-ZIP <b>FT WALTON BCH, FL 32547</b> 21 TITLE <b>V-P, SEC. TREAS</b> [ ] Change [ ] Addition 22 NAME <b>CAROLYN J. BOUNDS</b> 23 STREET ADDRESS <b>570 L'OMBRE CT</b> 24 CITY-ST-ZIP <b>FT WALTON BCH, FL 32547</b> 31 TITLE [ ] Change [ ] Addition 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP 41 TITLE [ ] Change [ ] Addition 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP 51 TITLE [ ] Change [ ] Addition 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP 61 TITLE [ ] Change [ ] Addition 62 NAME 63 STREET ADDRESS 64 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. SIGNATURE: <i>Lee E. Bounds</i> 30 April 1997 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>			

CR2E034 (9/96)