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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F62626 (9)

1. Corporation Name
SHOWPLACE HOMES, INC.

Principal Place of Business
4237 SALISBURY RD
SUITE 407
JACKSONVILLE FL 32216
US

Mailing Address
P O BOX 431
P. O. BOX 431
PONTE VEDRA BEACH FL 32004-0431
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/11/1982		3a. Date of Last Report 04/04/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 59-2147714		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

AHERN, FRED L., JR.
2215 S. 3RD ST., SUITE 101
JACKSONVILLE BEACH FL 32250

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PST	1.1 TITLE	DIRECTOR - D
NAME	STONE, LOUISE	1.2 NAME	DEBRA SANDFORD
STREET ADDRESS	104 CORAL COURT	1.3 STREET ADDRESS	5903 YOKERTOWN CIRCLE
CITY- ST- ZIP	PONTE VEDRA BCH. FL	1.4 CITY- ST- ZIP	ORANGE, CA - 92669
TITLE	D	2.1 TITLE	DIRECTOR - D
NAME	STONE, JAMES R.	2.2 NAME	MARION CHARM
STREET ADDRESS	104 CORAL COURT	2.3 STREET ADDRESS	2750 FLYNN CT
CITY- ST- ZIP	PONTE VEDRA BCH. FL	2.4 CITY- ST- ZIP	JACKSONVILLE, FL - 32223
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY- ST- ZIP		3.4 CITY- ST- ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		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.

SIGNATURE: *Louise H. Stone, Pres*
LOUISE H. STONE, PRES

3-28-97-(904)296-1034
Date Daytime Phone #