

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 12 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # G64227 (3)**

1. Corporation Name  
**FIFTH AVENUE MARKETPLACE, INC. THE)**

Principal Place of Business <b>1399 6TH ST. NW WINTER HAVEN FL 33881 US</b>	Mailing Address <b>% WILLIAM O.E. HENRY PO BOX 1520 WINTER HAVEN FL 33882-1520 US</b>
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3. Date Incorporated or Qualified <b>10/10/1983</b>	3a. Date of Last Report <b>06/11/1996</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number <b>59-2942307</b>	Applied For <input type="checkbox"/> Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> 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	

<b>9. Name and Address of Current Registered Agent</b> <b>HENRY, WILLIAM O.E.</b> <b>200 S. ORANGE AVE, STE 2800</b> <b>ORLANDO FL 32801</b>	<b>10. Name and Address of New Registered Agent</b> B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City FL B5 Zip Code
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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 \_\_\_\_\_ DATE \_\_\_\_\_  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SANDS, HOWARD E., JR.</b>	1.2 NAME	
STREET ADDRESS	<b>1399 6TH ST, NW</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WINTER HAVEN FL</b>	1.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HENRY, WILLIAM O.E.</b>	2.2 NAME	
STREET ADDRESS	<b>200 S. ORANGE AVE, STE. 2800</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ORLANDO FL</b>	2.4 CITY-ST-ZIP	
TITLE	PO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SANDS, WILLIAM H.</b>	3.2 NAME	
STREET ADDRESS	<b>1399 6TH ST, NW</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WINTER HAVEN FL</b>	3.4 CITY-ST-ZIP	
TITLE	VTD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SANDS, JULIA S.</b>	4.2 NAME	
STREET ADDRESS	<b>1399 6TH ST, NW</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WINTER HAVEN, F L.</b>	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SANDS, FREDERICK H.</b>	5.2 NAME	
STREET ADDRESS	<b>1399 6TH ST, NW</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WINTER HAVEN FL</b>	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SANDS, DAVID E.</b>	6.2 NAME	
STREET ADDRESS	<b>1399 6TH ST, NW</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WINTER HAVEN FL</b>	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: \_\_\_\_\_ DATE: 4/24/97 DAYTIME PHONE: 941-294-5931  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)