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Jun 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # G79135 (1)

1. Corporation Name
~~KEYSTAR, INC.~~ **SPOTTSWOOD, INC.**

n/c 4/8/97



Principal Place of Business: **C/O JOHN M. SPOTTSWOOD, JR. 800 FLEMING ST. KEY WEST FL 33040-8882**
 Mailing Address: **C/O JOHN M. SPOTTSWOOD, JR. 500 FLEMING ST. KEY WEST FL 33040-8882**

3. Date Incorporated or Qualified: **01/17/1984**
 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **59-2423633**
 Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 Zip Country
 25 Country
 26 Mailing Address
 27 Suite, Apt. #, etc.
 28 City & State
 29 Zip Country
 30 Zip Country

9. Name and Address of Current Registered Agent
SPOTTSWOOD, JR., JOHN M. 500 FLEMING ST. KEY WEST FL

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**

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	SPOTTSWOOD, JOHN M., JR.	
STREET ADDRESS	500 FLEMING ST.	
CITY-ST-ZIP	KEY WEST FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	SPOTTSWOOD, ROBERT A.	
STREET ADDRESS	500 FLEMING ST.	
CITY-ST-ZIP	KEY WEST FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	SPOTTSWOOD, WILLIAM B.	
STREET ADDRESS	500 FLEMING ST.	
CITY-ST-ZIP	KEY WEST FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Robert A. Spottswood
2.3 STREET ADDRESS	500 Fleming St.
2.4 CITY-ST-ZIP	Key West FL
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	William B. Spottswood
3.3 STREET ADDRESS	500 Fleming St.
3.4 CITY-ST-ZIP	Key West, FL
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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.

SIGNATURE: _____

Dep 550

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