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Mar 19 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 # H13104 (5)
1. Corporation Name LODESTAR TOWERS, INC.

Principal Place of Business 630 US HWY. ONE SUITE 409 NORTH PALM BEACH FL 33408 US	Mailing Address P.O. BOX 14485 NORTH PALM BEACH FL 33408-0485 US
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent GIBBS, RONALD 18870 PAINTED LEAF CT. JUPITER FL 33458	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's signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BYRNE, THOMAS F.	1.2 NAME	
STREET ADDRESS	8 KING ST., EAST	1.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO CA	1.4 CITY-ST-ZIP	
TITLE	DV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAUL, DICKIE	2.2 NAME	
STREET ADDRESS	514 CHARTWELL, RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ONTARIO, CANADA	2.4 CITY-ST-ZIP	
TITLE	DCE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILSON, JIM	3.2 NAME	
STREET ADDRESS	14440 CHERRY LANE CT.	3.3 STREET ADDRESS	
CITY-ST-ZIP	LAUREL MD	3.4 CITY-ST-ZIP	
TITLE	PD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIBBS, RONALD L.	4.2 NAME	
STREET ADDRESS	18870 PAINTED LEAF CT.	4.3 STREET ADDRESS	
CITY-ST-ZIP	JUPITER FL	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SALIE, DONALD	5.2 NAME	
STREET ADDRESS	630 U.S. HWY ONE	5.3 STREET ADDRESS	
CITY-ST-ZIP	N. PALM BEACH FL 33408	5.4 CITY-ST-ZIP	
TITLE	DV	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PATTON, GEORGE	6.2 NAME	
STREET ADDRESS	514 CHARTWELL RD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	ONTARIO, CANADA	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 _____

CR2E034 (9/96)