SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # H87604 (5)

1. Corporation Name
REGENTS CLUB, INC.

Principal Place of Business
22332 VICK ST.
CHARLOTTE HARBOR FL 33980-2053

Mailing Address
22332 VICK ST.
CHARLOTTE HARBOR FL 33980-2053

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/02/1985

4. FEI Number
59-2624598
[ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [X] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 [X] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26 1305 E. PLANT STREET
Suite, Apt. #, etc.
27
City & State
28 WINTER GARDEN, FL
Zip 29 34787 Country 30 ORANGE

9. Name and Address of Current Registered Agent
LOVELACE, C BAHNSON
26066 RAMPART
PUNTA GORDA FL 33983

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 section 607.0501 and 607.1505, 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 I accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE
Registered Agent's Signature
Registered Agent's Typed or Printed Name
DATE

12. OFFICERS AND DIRECTORS

1 TITLE	POA	[ ] DELETE
2 NAME	LOVELACE, C. BAHNSON	
3 STREET ADDRESS	26066 RAMPART	
4 CITY ST ZIP	PUNTA GORDA FL	
5 TITLE		[ ] DELETE
6 NAME		
7 STREET ADDRESS		
8 CITY ST ZIP		
9 TITLE		[ ] DELETE
10 NAME		
11 STREET ADDRESS		
12 CITY ST ZIP		
13 TITLE		[ ] DELETE
14 NAME		
15 STREET ADDRESS		
16 CITY ST ZIP		
17 TITLE		[ ] DELETE
18 NAME		
19 STREET ADDRESS		
20 CITY ST ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

31 TITLE	[ ] Change [ ] Address
32 NAME	
33 STREET ADDRESS	
34 CITY ST ZIP	
35 TITLE	[ ] Change [ ] Address
36 NAME	
37 STREET ADDRESS	
38 CITY ST ZIP	
39 TITLE	[ ] Change [ ] Address
40 NAME	
41 STREET ADDRESS	
42 CITY ST ZIP	
43 TITLE	[ ] Change [ ] Address
44 NAME	
45 STREET ADDRESS	
46 CITY ST ZIP	
47 TITLE	[ ] Change [ ] Address
48 NAME	
49 STREET ADDRESS	
50 CITY ST ZIP	

14. I hereby certify that the information supplied within this form does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. Further, I certify that the information indicated on this annual report or supplemental 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 is stated to be added herein as an officer or director.

SIGNATURE: C. Bahnson Lovelace 9/28/98

C02231