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Mar 24 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 # H97435

(2)

1. Corporation Name

RESORTS BY THE SEA, INC.

Principal Place of Business

3101 HIGHWAY A1A
INDIALANTIC FL 32903

Mailing Address

3101 HIGHWAY A1A
INDIALANTIC FL 32903-2135

3. Date Incorporated or Qualified
01/30/1986

3a. Date of Last Report
09/20/1996

2. Principal Place of Business

2a. Mailing Address

21 State, Apt. #, etc.
22 City & State
23 Zip
24 Country

26 State, Apt. #, etc.
27 City & State
28 Zip
29 Country

4. FEI Number

59-2733918

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

TELEMACHOS, NICHOLAS
3101 N HWY A1A
MELBOURNE FL 32903

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

Signature type: the printed name of registered agent and, if applicable,

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PD	DELETE
NAME	TELEMACHOS, NICHOLAS	
STREET ADDRESS	3101 HWY. A1A	
CITY-STATE-ZIP	INDIALANTIC FL	
TITLE	S	DELETE
NAME	BALLAUER, JOHN	
STREET ADDRESS	3101 HWY. A1A	
CITY-STATE-ZIP	INDIALANTIC FL	
TITLE	VP	DELETE
NAME	DIEGUEZ, ANTIGONE	
STREET ADDRESS	3101 N HWY A1A	
CITY-STATE-ZIP	INDIALANTIC FL	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-STATE-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-STATE-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-STATE-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-STATE-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-STATE-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-STATE-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 this 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/18/97

Date

4079739260
President

Daytime Phone #

0100219

CR2E034 (9/96)