

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

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**May 08 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 # J07312 (8)

1. Corporation Name:
OCEAN HOLDINGS, INC.



Principal Place of Business 1100 LINTON BLVD SUITE C9 DELRAY BEACH FL 33444 US	Mailing Address P O BOX 4727 PORTSMOUTH NH 03802-4727 US
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3. Date Incorporated or Qualified 04/02/1986	3a. Date of Last Report 05/01/1996
4. FEI Number 59-2653863	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 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	

2. Principal Place of Business 21. Suite Apt. #, etc. 22. City & State 23. Zip Country	2a. Mailing Address 26. Suite, Apt. #, etc. 27. City & State 28. Zip Country
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9. Name and Address of Current Registered Agent CRITCHFIELD, RICHARD H. 1100 LINTON BLVD SUITE C-4 DELRAY BEACH FL 33444	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
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	NAME WALSH, MARK	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 1100 LINTON BLVD STE C9	CITY-ST-ZIP DELRAY BEACH FL 33444	1.2 NAME	
		1.3 STREET ADDRESS	
		1.4 CITY-ST-ZIP	
TITLE S	NAME CRITCHFIELD, RICHARD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 1100 LINTON BLVD STE C4	CITY-ST-ZIP DELRAY BEACH FL 33444	2.2 NAME	
		2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		3.2 NAME	
CITY-ST-ZIP		3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		4.2 NAME	
CITY-ST-ZIP		4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.2 NAME	
CITY-ST-ZIP		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.2 NAME	
CITY-ST-ZIP		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: Mark Walsh DATE: 4/18/97

CR2E034 (9/96)