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Apr 15 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 # J12167 (9)

1. Corporation Name
WHITFIELD PROPERTIES CORPORATION

Principal Place of Business Mailing Address
3629 WEBBER ST., BL
SARASOTA FL 34232 3629 WEBBER ST., BL
SARASOTA FL 34232



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21		26		04/30/1986		05/01/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number		Applied For	
22		27		59-2671697		Not Applicable	
City & State		City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23		28		SARASOTA FL		6. Election Campaign Financing	
Zip		Zip		Country		Trust Fund Contribution	
24		29		34232		Country	
25		30		SARASOTA		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
26		31		Yes		No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
BEHR, THEODORE JON, SR. 3629 WEBBER ST., BL SARASOTA FL 34232-1412				81 Name Behr, Theodore Jon, Sr.			
				82 Street Address (P.O. Box Number is Not Acceptable) 3631-A Webber st.			
				83 Sarasota,			
				84 City			
				FL 85 Zip Code 34232			

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 typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DVP	DELETE		1.1 TITLE	Change Addition		
NAME	RUSSO, JOSEPH V. JR.			1.2 NAME			
STREET ADDRESS	189 INLETS BLVD			1.3 STREET ADDRESS			
CITY-ST-ZIP	NOKOMIS FL			1.4 CITY-ST-ZIP			
TITLE	D	DELETE		2.1 TITLE	Change Addition		
NAME	VAADI, EUGENE J.			2.2 NAME			
STREET ADDRESS	4629 GLENBROOKE TERR.			2.3 STREET ADDRESS			
CITY-ST-ZIP	SARASOTA FL			2.4 CITY-ST-ZIP			
TITLE	DP	DELETE		3.1 TITLE	Change Addition		
NAME	BEHR, THEODORE JON, SR.			3.2 NAME			
STREET ADDRESS	6040 WILSHIRE BLVD.			3.3 STREET ADDRESS			
CITY-ST-ZIP	SARASOTA FL			3.4 CITY-ST-ZIP			
TITLE		DELETE		4.1 TITLE	Change Addition		
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		DELETE		5.1 TITLE	Change Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		DELETE		6.1 TITLE	Change Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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: Theodore Jon Behr, Sr. PRES.
4/14/97 (941) 921-2300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)