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Jan 17 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 # J13813 (7)

1. Corporation Name
WHISTLING PINES, INC.

Principal Place of Business

POST OFFICE BOX 666
EUSTIS FL 32727

Mailing Address

POST OFFICE BOX 666
EUSTIS FL 32727-0666



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/12/1986		3a. Date of Last Report 02/15/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2669446		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

ENTORF, DOROTHY A
33627 OVERTON DR
LEESBURG FL 34748

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 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	PSD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENTORF, DOROTHY A.	1.2 NAME	
STREET ADDRESS	33627 OVERTON DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LEESBURG FL	1.4 CITY-ST-ZIP	
TITLE	TD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENTORF, RICHARD C.	2.2 NAME	
STREET ADDRESS	33627 OVERTON DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	LEESBURG FL	2.4 CITY-ST-ZIP	
TITLE	VPO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THOMPSON, HORACE E.	3.2 NAME	
STREET ADDRESS	34800 COUNTY ROAD 437	3.3 STREET ADDRESS	
CITY-ST-ZIP	EUSTIS FL	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURNSED, R. DEWEY	4.2 NAME	
STREET ADDRESS	1000 WEST MAIN ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LEESBURG FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-8-97 362-357-665
Date Daytime Phone

CR2E034 (9/96)