

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

FILED
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 # J58158 (3)
1. Corporation Name

VILLAGE SAND, INC.

Principal Place of Business 440 Royal Palm Way Suite 200 Palm Beach, FL 33480	Mailing Address 440 Royal Palm Way Suite 200 Palm Beach, FL 33480
-------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------

3. Date Incorporated or Qualified 02/20/87	3a. Date of Last Report 01/18/96
4. FEI Number 59-2775534	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

**Chopin, L. Frank
440 Royal Palm Way, Suite 200
Palm Beach, FL 33480**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
84. State 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	
12.1 NAME DSP	<input type="checkbox"/> DELETE
12.2 NAME Chopin, L. Frank	
12.3 STREET ADDRESS 440 Royal Palm Way, Suite 200	
12.4 CITY-STATE-ZIP Palm Beach, FL 33480	
12.5 NAME	<input type="checkbox"/> DELETE
12.6 NAME	<input type="checkbox"/> DELETE
12.7 NAME	<input type="checkbox"/> DELETE
12.8 NAME	<input type="checkbox"/> DELETE
12.9 NAME	<input type="checkbox"/> DELETE
12.10 NAME	<input type="checkbox"/> DELETE
12.11 NAME	<input type="checkbox"/> DELETE
12.12 NAME	<input type="checkbox"/> DELETE
12.13 NAME	<input type="checkbox"/> DELETE
12.14 NAME	<input type="checkbox"/> DELETE
12.15 NAME	<input type="checkbox"/> DELETE
12.16 NAME	<input type="checkbox"/> DELETE
12.17 NAME	<input type="checkbox"/> DELETE
12.18 NAME	<input type="checkbox"/> DELETE
12.19 NAME	<input type="checkbox"/> DELETE
12.20 NAME	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
13.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.2 NAME	
13.3 STREET ADDRESS	
13.4 CITY-STATE-ZIP	
13.5 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.6 NAME	
13.7 STREET ADDRESS	
13.8 CITY-STATE-ZIP	
13.9 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.10 NAME	
13.11 STREET ADDRESS	
13.12 CITY-STATE-ZIP	
13.13 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.14 NAME	
13.15 STREET ADDRESS	
13.16 CITY-STATE-ZIP	
13.17 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.18 NAME	
13.19 STREET ADDRESS	
13.20 CITY-STATE-ZIP	

14. I, the undersigned, certify that the information provided with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information provided 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 of the corporation; and that I am not a partner in the corporation; and that my name appears in Block 12 or Block 13 of this report or any amendment thereto.

SIGNATURE:  3/14/97 (516) 655-9500
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
L. Frank Chopin

CR2E034 (9/96)