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Jun 03 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 # J75582 (3)
 1. Corporation Name
PALM BEACH DOWNS HOLDINGS, INC.



Principal Place of Business
**10317 W ATLANTIC AVE
 DELRAY BCH FL 33446
 US**

Mailing Address
**10317 W ATLANTIC AVE
 DELRAY BCH FL 33446-9753
 US**

3. Date Incorporated or Qualified **05/29/1987** 3a. Date of Last Report **02/16/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 65-0044615		Applied For	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22. City & State		27. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23. Zip Country		28. Zip Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
24. Zip Country		29. Zip Country		30. Zip Country			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
MARTIN, GERALD A 2304 MILITARY TRAIL WEST PALM BEACH FL 33415				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, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PDT	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	POMA, FRANK			1.2 NAME			
STREET ADDRESS	10317 W ATLANTIC AVE			1.3 STREET ADDRESS			
CITY-ST-ZIP	DELRAY BEACH FL			1.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	POMA, FRANK			2.2 NAME			
STREET ADDRESS	10317 W ATLANTIC AVE			2.3 STREET ADDRESS			
CITY-ST-ZIP	DELRAY BEACH FL			2.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		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		<input type="checkbox"/> DELETE		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]* 5/23/97 (561) 496-0044

CR2E034 (9/96)