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Mar 12 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 # K68849 (4)

1. Corporation Name

ST. ANDREW BAY PROPERTY MANAGEMENT, INC.

Principal Place of Business

% ROGER T. RHODES
702 S. TYNDALL PARKWAY, SUITE B
PANAMA CITY FL 32404

Mailing Address

% ROGER T. RHODES
702 S. TYNDALL PARKWAY, SUITE B
PANAMA CITY FL 32404-6928



3. Date Incorporated or Qualified 02/21/1989 3a. Date of Last Report 05/01/1996

4. FEI Number 59-2947092 Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

RHODES, ROGER T.
702 S. TYNDALL PARKWAY
SUITE B
PANAMA CITY FL 32404

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

TITLE	P	DELETE
NAME	RHODES, ROGER T.	
STREET ADDRESS	106 CHELSEA DR.	
CITY-ST-ZIP	LYNN HAVEN FL	
TITLE	S	DELETE
NAME	TIMMINS, STANLEY	
STREET ADDRESS	4626 BAYWOOD DR.	
CITY-ST-ZIP	LYNN HAVEN FL	
TITLE	S	DELETE
NAME	MCCOY, ELKE M.	
STREET ADDRESS	100 CHERRY ST. APT 801	
CITY-ST-ZIP	PANAMA CITY FL	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP	211 - 32444	
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP	211 - 32444	
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP	211 - 32401	
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
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, as required, or on an amendment with an address.

SIGNATURE: ROGER T. RHODES REQUIRED MARCH 7, 1997 904-763-1769

CR2E034 (9/96)