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**May 30 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 # K69132 (4)
1. Corporation Name
THE PONCE DE LEON HOTEL CORPORATION



Principal Place of Business
**1721 PONCE DE LEON BLVD.
CORAL GABLES FL 33134
US**

Mailing Address
**1721 PONCE DE LEON BLVD.
CORAL GABLES FL 33134-4416
US**

3. Date Incorporated or Qualified **02/28/1989** 3a. Date of Last Report **12/10/1996**

4. FEI Number **NOT APPLICABLE** 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

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

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
THORNTON, MARY E 1721 PONCE DE LEON BLVD. CORAL GABLES FL 33134		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	PVT	1.1 TITLE	P.T. D
NAME	THORNTON, MARY ELLEN	1.2 NAME	Thornton, Mary Ellen
STREET ADDRESS	1721 PONCE DE LEON BLVD.	1.3 STREET ADDRESS	1721 PONCE DE LEON BLVD.
CITY-ST-ZIP	CORAL GABLES FL 33134	1.4 CITY-ST-ZIP	CORAL GABLES, FLA. 33134
TITLE	MS	2.1 TITLE	V.M D
NAME	D'AQUINO, RAMONA	2.2 NAME	D'Aquino Ramona
STREET ADDRESS	1721 PONCE DE LEON BLVD.	2.3 STREET ADDRESS	1721 PONCE DE LEON BLVD.
CITY-ST-ZIP	CORAL GABLES FL 33134	2.4 CITY-ST-ZIP	CORAL GABLES, FLA. 33134
TITLE		3.1 TITLE	S D
NAME		3.2 NAME	Richardson, David
STREET ADDRESS		3.3 STREET ADDRESS	1721 PONCE DE LEON BLVD.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	CORAL GABLES, FLA. 33134
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	PLBS BANK
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 or changed, or on an attachment with an address.

CR2E034 (9/96)

Handwritten signature and date: 5/30/97