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Apr 03 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # K88677 (5) 1. Corporation Name SHEARWATER EXPEDITIONS ASSOCIATES, INC.		



Principal Place of Business 2675 YELLOWTAIL DR. MARATHON FL 33050 US	Mailing Address 2675 YELLOWTAIL DR. MARATHON FL 33050 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 05/15/1989	4. FEI Number 65-0220220	Applied For 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent WRIGHT, THOMAS D 5701 OVERSEAS HIGHWAY same agent, chg of address only SUITE 17 MARATHON FL 33050	
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10. Name and Address of New Registered Agent	
81 Name Wright, Thomas D.	82 Street Address (P.O. Box Number is Not Acceptable) 10095 Overseas Hwy
83	84 City Marathon
85 Zip Code 33050	

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	NAME
STREET ADDRESS	CITY - ST - ZIP
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	1.2 NAME
1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
2.1 TITLE	2.2 NAME
2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
3.1 TITLE	3.2 NAME
3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
4.1 TITLE	4.2 NAME
4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
5.1 TITLE	5.2 NAME
5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
6.1 TITLE	6.2 NAME
6.3 STREET ADDRESS	6.4 CITY - ST - ZIP

14. I 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: *S. Lucille Bowers* *DVT* *3/21/98* *205-743-2531*

CR2E034 (10/97)