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**Mar 18 1997 8:00am
Secretary of State**

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # K89408 (4)
1. Corporation Name
WHITT CRUISES AND TRAVEL, INCORPORATED



Principal Place of Business:
**CHARLES L. WHITTINGTON
8890 SW 24TH ST UNIT 216
MIAMI FL 33165**

Mailing Address:
**CHARLES L. WHITTINGTON
8890 SW 24TH ST UNIT 216
MIAMI FL 33165-2060**

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

**WHITTINGTON, CHARLES L.
8890 SW 24TH ST
UNIT 216
MIAMI FL 33165**

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 607.09(1) and 607.15(8), 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. This 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 607.05(5), Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE: **D** DELETE
NAME: **WHITTINGTON, CHARLES L.**
STREET ADDRESS: **8890 SW 24TH ST UNIT 216**
CITY-STATE-ZIP: **MIAMI FL**

TITLE: DELETE
NAME:
STREET ADDRESS:
CITY-STATE-ZIP:

TITLE: DELETE
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TITLE: DELETE
NAME:
STREET ADDRESS:
CITY-STATE-ZIP:

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 NAME: Change Addition

12 NAME:

13 STREET ADDRESS:

14 CITY-STATE-ZIP:

15 NAME: Change Addition

16 NAME:

17 STREET ADDRESS:

18 CITY-STATE-ZIP:

19 NAME: Change Addition

20 NAME:

21 STREET ADDRESS:

22 CITY-STATE-ZIP:

23 NAME: Change Addition

24 NAME:

25 STREET ADDRESS:

26 CITY-STATE-ZIP:

27 NAME: Change Addition

28 NAME:

29 STREET ADDRESS:

30 CITY-STATE-ZIP:

14. I do hereby certify that the information submitted was true and that I am not qualified for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information included on this annual report has been prepared in good faith and is true and accurate and that my signature shall have the same legal effect as if made under oath. I am an officer or director of the corporation. If a proxy or power of attorney is empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 13, I shall appear in an official capacity.

CR2E034 (9/96)