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FILED
Apr 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K93229 (8)

1. Corporation Name
FLORIDIAN CLUB ESTATES, INC.



Principal Place of Business P.O. BOX 2768 AMARILLO TX 79105	Mailing Address P.O. BOX 2768 AMARILLO TX 79105
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/05/1989	
21 Suite, Apt #, etc.	22 City & State	26 Suite, Apt #, etc.	27 City & State	4. FEI Number 75-2283066	Applied For Not Applicable
23 Zip	24 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
g. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

SHULTZ, ARTHUR C
10553 N.E. 38TH AVE.
ANTHONY FL 32617

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 State	Zip Code
				FL	

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	NAME	1.1 TITLE	1.2 NAME
STREET ADDRESS	CITY-ST-ZIP	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
TITLE	NAME	2.1 TITLE	2.2 NAME
STREET ADDRESS	CITY-ST-ZIP	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE	NAME	3.1 TITLE	3.2 NAME
STREET ADDRESS	CITY-ST-ZIP	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE	NAME	4.1 TITLE	4.2 NAME
STREET ADDRESS	CITY-ST-ZIP	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE	NAME	5.1 TITLE	5.2 NAME
STREET ADDRESS	CITY-ST-ZIP	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE	NAME	6.1 TITLE	6.2 NAME
STREET ADDRESS	CITY-ST-ZIP	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

PD PARK, JOE E 6211 RIDGEWOOD AMARILLO TX 79109	D SHULTZ, PATRICIA P 4211 I-40 WEST., SUITE 201 AMARILLO TX 79108
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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: *[Signature]* 3/25/98 (806) 358-9638

CP2E034 (10/97)