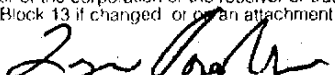


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Feb 25 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 # L26009 (5) | | | |
| 1. Corporation Name OFC OF NAPLES, INC. | | | |
| Principal Place of Business 8393 VANDERBILT BEACH RD. EXT. NAPLES FL 33964 | | Mailing Address 8393 VANDERBILT BEACH RD. EXT. NAPLES FL 34120-1715 | |
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 34120 24 Country | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country | |
| 3. Date Incorporated or Qualified 10/27/1989 | | 3a. Date of Last Report 03/06/1996 | |
| 4. FEI Number 65-0162946 | | 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 | |
| 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 9. Name and Address of Current Registered Agent JOSEPHSON, LYNN G 9393 VANDERBILT BEACH RD. EXT. NAPLES FL 33964 | | 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE | | | |
| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE | D ANDERSON, JAMES T <input checked="" type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 9393 VANDERBILT BEACH RD. EXT. | 1.2 NAME | |
| STREET ADDRESS | NAPLES FL 33964 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 1.4 CITY-ST-ZIP | |
| TITLE | SD BARTON, WILLIAM L <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 9393 VANDERBILT BEACH RD, EXT | 2.2 NAME | |
| STREET ADDRESS | NAPLES FL | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | PD KUKK, T. J. <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 9393 VANDERBILT BEACH RD. EXT. | 3.2 NAME | |
| STREET ADDRESS | NAPLES FL 33964 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | D DITKA, MICHAEL KELLER <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 9393 VANDERBILT BEACH RD. EXT. | 4.2 NAME | |
| STREET ADDRESS | NAPLES FL 33964 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | D FERGUSON, THOMAS G <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 9393 VANDERBILT BEACH RD. EXT. | 5.2 NAME | |
| STREET ADDRESS | NAPLES FL 33964 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | D HAIMBAUGH, JOHN W <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 9393 VANDERBILT BEACH RD. EXT. | 6.2 NAME | |
| STREET ADDRESS | NAPLES FL 33964 | 6.3 STREET ADDRESS | |
| 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 if changed or on an attachment with an address. | | | |
| SIGNATURE:  | | 2-15-97 (941) 353-6779 | |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR | | | |

CR2E034 (9/96)

Attachment to "Profit Corporation Annual Report" for
OFC of Naples, Inc.

Block #12 (Additional Directors not listed on pre-printed form):

| Title | Name | Street Address | City/State/Zip |
|-------|--------------------|--------------------------------|------------------|
| D | Brinckman, Donald | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | Cherney, Edward | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | Josephson, Lynn | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | Pontikes, Nicholas | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| TD | Quinby, Clyde | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | Scheppner, A.C. | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | Tamraz, Paul | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| VD | Vining, Donald | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | Wadsworth, Brent | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |
| D | White, Art | 9393 Vanderbilt Beach Rd. Ext. | Naples, FL 34120 |

Note: The following should be deleted:

Briggs, Charles A.
Brockmyre, Clifford
Wettermann, Peter

Anderson, James T.

(Anderson was checked to
delete on last year's Report but
still appears on this year's
form.)

Note: Total number of Directors & Officers is now 15.