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PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

97 AUG 12 PM 3:09

DOCUMENT # L300112

1. Corporation Name

SWF COUNTRY CLUB DEVELOPMENT CORP.

Principal Place of Business 100 FEDERAL STREET 01-19-03 BOSTON MA 02110 US	Mailing Address 100 FEDERAL STREET 01-19-03 BOSTON MA 02110 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	30 Country

3. Date Incorporated or Qualified 12/18/89	3a. Date of Last Report 5/01/96
4. FEI Number 04-3077986	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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	DUCKETT, DENNIS J	
STREET ADDRESS	100 FEDERAL STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	C	<input type="checkbox"/> DELETE
NAME	HUDSON, STEVEN P.	
STREET ADDRESS	100 FEDERAL STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	WESTPHAL, MARVIN A	
STREET ADDRESS	100 FEDERAL STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	NORMAN, AMY L	
STREET ADDRESS	100 FEDERAL STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	HARTMANN, ROBERT J.	
STREET ADDRESS	100 FEDERAL STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	GUINEY, ALICE M.	
STREET ADDRESS	100 FEDERAL STREET	
CITY-ST-ZIP	BOSTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Assistant Clerk	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	E. Faye Ballou	
1.3 STREET ADDRESS	100 Federal Street	
1.4 CITY-ST-ZIP	Boston, MA 02110	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: E. Faye Ballou **SIGNATURE REQUIRED** 8/5/97 617 434-2899

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0110923

CR2E034 (4/97)

BankBoston, N.A.
100 Federal Street
Boston, Massachusetts 02110

2062



August 6, 1997

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Annual Reports

Gentlemen:

Enclosed please find 1997 annual reports on your pre-printed forms for the following corporations:

1. Florida Development One Corporation
2. Knight Old Harbor Acquisition Corp.
3. Orlando Housing Corp.
4. Palm East Development Corp.
5. Shoal Development Corp.
6. SWF Tampa South Development Corp.
7. SWF Woodmere Development Corp.

I have also enclosed 1997 annual reports on photocopied sheets (as instructed by your office) for:

8. BOCA 108 Corp.
9. FFDC, Inc.
10. First Of Boston By-The-Sea, Inc.
11. Florida SW Development Corp.
12. Galleria Pointe Development, Inc.
13. SWF Country Club Development Corp.
14. SWF Tampa North Development Corp.
15. SWF Tampa Realty Development Corp.

A check in the amount of \$165.00 is enclosed for each report being filed. Please note that although the form indicate a fee of \$550.00 is due, we never received a first notice form for these corporations until the attached were received in this office on July 21, 1997. I was instructed by your office via telephone to pay only the \$165.00.

If you require any additional information, please write or call me at 617 434-2899.

Sincerely,

E. Faye Ballou

enclosures