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Mar 19 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 # L41118 (5)
 1. Corporation Name
CARRIER & DICKINSON REAL ESTATE ASSOCIATES, INC.



Principal Place of Business Mailing Address
31 OCEAN REEF DR SUITE A-101 KEY LARGO FL 33007 US
31 OCEAN REEF DRIVE SUITE A-101 KEY LARGO FL 33007-5261 US

3. Date Incorporated or Qualified **01/09/1990** 3a. Date of Last Report **06/25/1996**
 4. FEI Number **65-0183075** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21. Suite, Apt. #, etc. 26. Suite, Apt. #, etc.
 22. City & State 27. City & State
 23. Zip Country 28. Zip Country
 24. 25. 29. 30.

CORPORATION COMPANY OF MIAMI
201 S.BISCAYNE BLVD
1600 MIAMI CENTER
MIAMI FL 33158

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 of the corporation or its authorized agent) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS DELETE
 12.1 NAME **PD DICKINSON, WILLIAM H**
 12.2 STREET ADDRESS **31 OCEAN REEF DR A101**
 12.3 CITY-ST-ZIP **KEY LARGO FL**
 12.4 TITLE DELETE
 12.5 NAME
 12.6 STREET ADDRESS
 12.7 CITY-ST-ZIP
 12.8 TITLE DELETE
 12.9 NAME
 12.10 STREET ADDRESS
 12.11 CITY-ST-ZIP
 12.12 TITLE DELETE
 12.13 NAME
 12.14 STREET ADDRESS
 12.15 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 13.1 TITLE Change Addition
 13.2 NAME
 13.3 STREET ADDRESS
 13.4 CITY-ST-ZIP
 13.5 TITLE Change Addition
 13.6 NAME
 13.7 STREET ADDRESS
 13.8 CITY-ST-ZIP
 13.9 TITLE Change Addition
 13.10 NAME
 13.11 STREET ADDRESS
 13.12 CITY-ST-ZIP
 13.13 TITLE Change Addition
 13.14 NAME
 13.15 STREET ADDRESS
 13.16 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, with an attachment with an address.

SIGNATURE: *William H. Dickinson*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/10/97
 Date Daytime Phone #

CR2E034 (9/96)