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May 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L47738 (4)

1. Corporation Name

PHENIX PROPERTIES DEVELOPMENT CORP.

Principal Place of Business

C/O MICHELLE P. SMITH
P O BOX 423238
KISSIMMEE FL 34742-0238

Mailing Address

C/O MICHELLE P. SMITH
P O BOX 423238
KISSIMMEE FL 34742-3238

3. Date Incorporated or Qualified

02/08/1990

3a. Date of Last Report

04/16/1996

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SMITH, MICHELLE P.
600 THACKER AVE.
D-27
KISSIMMEE FL 34741

81

Name

82

Street Address (P.O. Box Number is Not Acceptable)

83

84

City

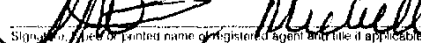
FL

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 officer or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

4/21/97
DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PVD
NAME SMITH, MICHELLE P.
STREET ADDRESS 3428 NORTH HIGHWAY 17/92
CITY-ST-ZIP DAVENPORT FL

TITLE ST
NAME SMITH, MICHELLE P.
STREET ADDRESS 3428 NORTH HIGHWAY 17/92
CITY-ST-ZIP DAVENPORT FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:



SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/21/97
Date

Daytime Phone #

CR2E034 (9/96)