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Apr 29 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 # M83738 (8)

1. Corporation Name
SCHOONI'S, INC.



Principal Place of Business Mailing Address
% MEREDITH STANLEY SCHOONOVER 1604 4th St.
15000 MAIN ST. LAKE PLACID FL 33852
LAKE PLACID FL 33852

3. Date Incorporated or Qualified 05/31/1988
3a. Date of Last Report 04/02/1996

2. Principal Place of Business 21 1604 4th Street Suite, Apt #, etc.	2a. Mailing Address 26 1604 4th Street Suite, Apt #, etc.	4. FEI Number 59-2896958	Applied For Not Applicable
22 City & State 23 Lake Placid, FL Zip 24 33852	27 City & State 28 Lake Placid, FL Zip 29 33852	5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

SCHOONOVER, MEREDITH STANLEY
210 N. MAIN ST.
LAKE PLACID FL 33852

10. Name and Address of New Registered Agent

81 Name
Meredith Stanley Schoonover
82 Street Address (P.O. Box Number is Not Acceptable)
1604 4th Street
83
84 City
Lake Placid FL 85 Zip Code
33852

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, to 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: *Janis I. Schoonover* (NOTE: Registered Agent signature required when reinstating) DATE: 4-2-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP SCHOONOVER, MEREDITH S. 210 N. MAIN ST. LAKE PLACID FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/> 1604 4th Street Lake Placid, FL 33852
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DST SCHOONOVER, JANIS I. 210 N. MAIN ST. LAKE PLACID FL	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/> 1604 4th Street Lake Placid, FL 33852
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP BROCK, CINDY 210 N. MAIN ST. LAKE PLACID FL	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	Change <input type="checkbox"/> Addition <input type="checkbox"/>
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	Change <input type="checkbox"/> Addition <input type="checkbox"/>

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: *Janis I. Schoonover* SIGNATURE REQUIRED: *Janis I. Schoonover* 465-5060
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)