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May 09 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 # M97759 (8)

1. Corporation Name
HI-ACRES LAND, INC.



Principal Place of Business
22051 N. O'BRIAN ROAD
HOWEY-IN-THE-HILLS FL 34737

Mailing Address
22051 N. O'BRIAN ROAD
HOWEY-IN-THE-HILLS FL 34737-4613

3. Date Incorporated or Qualified 09/09/1988
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 P. O. Box 547853	59-2925996	Not Applicable
22 City & State	27 Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 City & State	28 Orlando, FL 32854-7853	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country
24	25	29	30

9. Name and Address of Current Registered Agent

BRADSHAW, C.E. JR.
1216 NORTH PARK AVE
WINTER PARK FL 32789

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	DP	1.1 TITLE	
NAME	BRADSHAW, CHARLES E. JR.	1.2 NAME	
STREET ADDRESS	P.O. BOX 3508 NA	1.3 STREET ADDRESS	
CITY - ST - ZIP	ORLANDO FL	1.4 CITY - ST - ZIP	
TITLE	T	2.1 TITLE	
NAME	SUGGS, JEAN S.	2.2 NAME	
STREET ADDRESS	28803 W. COVE DR.	2.3 STREET ADDRESS	
CITY - ST - ZIP	TAVARES FL	2.4 CITY - ST - ZIP	
TITLE	EVP	3.1 TITLE	
NAME	HIGHTOWER, L CLEVELAND	3.2 NAME	
STREET ADDRESS	1814 GERDA TERRACE	3.3 STREET ADDRESS	
CITY - ST - ZIP	ORLANDO FL	3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/28/97 (352) 489-4145

CR2E034 (9/96)