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Mar 26 1997 8:00am
Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N13227 (6)

1. Corporation Name

SPRUCE POINT, INC.

Principal Place of Business

1896 SPRUCE CREEK BLVD. E
DAYTONA BEACH FL 32124

Mailing Address

1896 SPRUCE CREEK BLVD. E
DAYTONA BEACH FL 32124-6892

3. Date Incorporated or Qualified 01/20/1986	3a. Date of Last Report 04/24/1996
4. FEI Number 59-2675140	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> 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	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

THOMPSON, JAY C
1896 SPRUCE CREEK BLVD E
DAYTONA BEACH FL 32124

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	STD THOMPSON, JAY C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1896 SPRUCE CREEK BV E	1.2 NAME	
STREET ADDRESS	DAYTONA BEACH FL	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	PD FRIEDMAN, RICHARD A <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1896 SPRUCE CREEK BV E	2.2 NAME	
STREET ADDRESS	DAYTONA BEACH FL	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	DV BREAM, JOHN <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	170 BINGAMAN RD.	3.2 NAME	
STREET ADDRESS	ORTANNA PA	3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/19/97

Date

Daytime Phone #0002518

CR2E037 (9/96)