

FILE NOW: FILING FEE IS \$61.25

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Jun 19 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N33180 (3)
 1. Corporation Name
THE SHEPHERD'S PROJECT, INC.



Principal Place of Business C/O A. EDWARD OVERTON 10863 ULMERTON ROAD SUITE G-H LARGO, FL 33648-1794	Mailing Address C/O A. EDWARD OVERTON 10863 ULMERTON ROAD SUITE G-H LARGO, FL 33778-1704
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2. Principal Place of Business 21 6532 LENOIR DR.		2a. Mailing Address 26 6532 LENOIR DR.		3. Date Incorporated or Qualified 07/07/1989	3a. Date of Last Report 03/19/1996
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number 59-2976645	Applied For Not Applicable
23 City & State PORT RICHEY, FL		28 City & State PORT RICHEY, FL		5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
24 Zip 34668		29 Country U.S.A.		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25 Country U.S.A.		30 U.S.A.		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent OVERTON, A. EDWARD 10863 ULMERTON ROAD LARGO FL 34648-1794		10. Name and Address of New Registered Agent 81 Name OVERTON, A. EDWARD 82 Street Address (P.O. Box Number is Not Acceptable) C/O DAWN WINDSOR 83 6532 LENOIR DRIVE 84 City PORT RICHEY, FL 85 Zip Code 34668	
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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 A. Edward Overton (A. Edward Overton) DATE April 28, 1997
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PSDM OVERTON, A. EDWARD 10863 ULMERTON RD #G&H LARGO, FL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	PSDM OVERTON, A. EDWARD 6532 LENOIR DRIVE PORT RICHEY, FL 34668 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD SELBY, PAUL 35 MADISON ROAD EAST HOLIDAY FL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TD NIENOW, PATRICIA A. 2308 FULTON WAY, S.W. LARGO FL <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	TD WINDSOR, DAWN R. 6532 LENOIR DRIVE PORT RICHEY, FL 34668 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: A. Edward Overton (A. Edward Overton) 4/28/97 13-849-1451

CR2E037 (9/96)