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Jul 09 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 # **N38369** (7)
1. Corporation Name
THE PALM HARBOR OPTIMIST CLUB, INC.



Principal Place of Business C/O CONNIE FIELDS P.O. BOX 2204 PALM HARBOR FL 34682	Mailing Address C/O CONNIE FIELDS P.O. BOX 2204 PALM HARBOR FL 34682-2204
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2. Principal Place of Business 21 % JILL M. WEEKS		2a. Mailing Address 26 % JILL M. WEEKS		3. Date Incorporated or Qualified 05/29/1990	3a. Date of Last Report 04/26/1996
Suite, Apt. #, etc. 22 P.O. BOX 2204		Suite, Apt. #, etc. 27 P.O. BOX 2204		4. FEI Number 59-3112753	Applied For Not Applicable
City & State 23 PALM HARBOR FL		City & State 28 PALM HARBOR, FL.		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
Zip 24 34682		Zip 29 34682		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
Country 25 USA		Country 30 USA		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 CLARK, DENA 850 MICHIGAN BLVD DUNEDIN FL 34698				10. Name and Address of New Registered Agent 81 Name JILL M. WEEKS 82 Street Address (P.O. Box Number is Not Acceptable) 3810 EXECUTIVE DRIVE 83 PALM HARBOR 84 City FL 85 Zip Code 34685	
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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 *Jill M. Weeks, Secy/Treas.* DATE **7-2-97**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	V/ST/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FELTON, KEITH	1.2 NAME	JILL M. WEEKS
STREET ADDRESS	2873 SABLE SPRINGS CIRCLE #202B	1.3 STREET ADDRESS	3810 EXECUTIVE DRIVE
CITY-ST-ZIP	CLEARWATER FL	1.4 CITY-ST-ZIP	PALM HARBOR, FL. 34685
TITLE	SD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARK, DENA	2.2 NAME	
STREET ADDRESS	850 MICHIGAN BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	DUNEDIN FL	2.4 CITY-ST-ZIP	
TITLE	VD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	PRES./DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FITZPATRICK, JEANNE	3.2 NAME	JEANNE FITZPATRICK
STREET ADDRESS	2764 COUNTRYSIDE BLVD #5	3.3 STREET ADDRESS	2764 COUNTRYSIDE BLVD - #5
CITY-ST-ZIP	CLEARWATER FL	3.4 CITY-ST-ZIP	CLEARWATER, FL. 34621
TITLE	VD <input type="checkbox"/> DELETE	4.1 TITLE	JOSEPH JUDGE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BATES, SUSAN	4.2 NAME	P.O. BOX 230 "N/A"
STREET ADDRESS	705 BOOTH ST	4.3 STREET ADDRESS	PALM HARBOR, FL. 34682
CITY-ST-ZIP	SAFETY HARBOR FL	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	900002234485
STREET ADDRESS		6.3 STREET ADDRESS	-07/10/97--01004--032
CITY-ST-ZIP		6.4 CITY-ST-ZIP	***61.25

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.

CR2E037 (9/96)