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May 15 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 # **N96000001076 (6)**

1. Corporation Name

STARBASE ATLANTIS, INC.
Buildin



Principal Place of Business	Mailing Address
66 SOUTH SPRING STREET PENSACOLA FL 32501	30 SOUTH SPRING STREET PENSACOLA FL 32501-5612

3. Date Incorporated or Qualified 02/27/1996	3a. Date of Last Report —
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2. Principal Place of Business	2a. Mailing Address
21 NAVAL AIR STATION	26 313 PETHERTON PL
Suite, Apt. #, etc. 22 Bld 1907	Suite, Apt. #, etc. 27
City & State 23 PENSACOLA, FL	City & State 28 PENSACOLA, FL
Zip 24 32508	Country 25 ESCAMBIA
Country 29 32506	Country 30 ESCAMBIA

4. FEI Number 59-3369819	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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent	
EMMANUEL, PATRICK G 30 SOUTH SPRING STREET PENSACOLA FL 32501	

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 re-listing) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	D CUDAHY, PHIL
STREET ADDRESS	P.O. BOX 13584 N/A
CITY - ST - ZIP	PENSACOLA FL 32501
TITLE	<input type="checkbox"/> DELETE
NAME	D DURHAM, MICHAEL
STREET ADDRESS	220 W. GARDEN STREET
CITY - ST - ZIP	PENSACOLA FL 32501
TITLE	<input type="checkbox"/> DELETE
NAME	D PEPPER, JOHN E
STREET ADDRESS	313 PETHERTON PLACE
CITY - ST - ZIP	PENSACOLA FL 32508
TITLE	<input type="checkbox"/> DELETE
NAME	D ROUDABUSH, DEBORA
STREET ADDRESS	5401 CORPORATE WOODS DRIVE
CITY - ST - ZIP	PENSACOLA FL 32504
TITLE	<input type="checkbox"/> DELETE
NAME	D VINSKEY, MARGARETE A
STREET ADDRESS	385 N. STREET, SW
CITY - ST - ZIP	WASHINGTON DC 20024
TITLE	<input type="checkbox"/> DELETE
NAME	D WILLIAMS, CHARLES
STREET ADDRESS	30 E. TEXAR
CITY - ST - ZIP	PENSACOLA FL 32501

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	C Tim Wright
1.3 STREET ADDRESS	32560 Sandpiper Dr.
1.4 CITY - ST - ZIP	Orange Beach, AL 36561
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	D Patrick L. Jackson
2.3 STREET ADDRESS	101 E. Government St
2.4 CITY - ST - ZIP	Pensacola, FL 32501
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	D Charles Allcott, III
4.3 STREET ADDRESS	5505 Bayou Blvd
4.4 CITY - ST - ZIP	Pensacola, FL 32503
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	D Clark Thompson
5.3 STREET ADDRESS	700 S. Palafax St
5.4 CITY - ST - ZIP	Pensacola, FL 32595
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	D John A. Parkin
6.3 STREET ADDRESS	37 Star Lake Dr.
6.4 CITY - ST - ZIP	Pensacola, FL 32507

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 REQUIRED **4-24-97** **904 456-7359**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0072389

CR2E037 (9/96)