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FILED

May 08 1997 8:00am
Secretary of StateNONPROFIT
CORPORATION
ANNUAL REPORT
1997FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS**DOCUMENT # N96000003320 (6)**

1. Corporation Name

PIRATES COVE RESORT, VACATION OWNERSHIP ASSOCIATION, INC.

Principal Place of Business

Mailing Address

**3501 S. ATLANTIC AVE.
DAYTONA BEACH SHORES FL 32127****3501 S. ATLANTIC AVE.
DAYTONA BEACH SHORES FL 32127-4840**3. Date Incorporated or Qualified
06/21/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 307 S. 21st Avenue**26 307 S. 21st Avenue**

Suite, Apt. #, etc.

Suite, Apt. #, etc.

**22 City & State
Hollywood FL****27 City & State
Hollywood FL****23 Zip Country
33020 USA****28 Zip Country
33020 USA****24 33020 25 USA****29 33020 30 USA**

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**VAUGHAN, KATHRYN
400 S. ATLANTIC AVE.
SUITE 112
ORMOND BEACH FL 32176**

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

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	PD	<input type="checkbox"/> DELETE
NAME	HIRSCH, HERB	
STREET ADDRESS	307 S. 21ST AVE.	
CITY - ST - ZIP	HOLLYWOOD FL 33020	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	

TITLE	VD	<input type="checkbox"/> DELETE
NAME	KANDEL, MARTIN	
STREET ADDRESS	21 RIVER RIDGE TRAIL	
CITY - ST - ZIP	ORMOND BEACH FL 32174	

2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	

TITLE	T	<input type="checkbox"/> DELETE
NAME	BIRDMAN, LOUIS	
STREET ADDRESS	307 S. 21ST AVE.	
CITY - ST - ZIP	HOLLYWOOD FL 33020	

3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	

TITLE	SD	<input type="checkbox"/> DELETE
NAME	SCHLOSSBERG, STEVE	
STREET ADDRESS	9 WATERBERRY CIRCLE	
CITY - ST - ZIP	ORMOND BEACH FL 32174	

4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/28/97 954-922-6070

Date

Daytime Phone #0002580

CR2E037 (9/96)