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May 27 1998 8:00am  
Secretary of State

<b>NONPROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N96000004885 (7)

1. Corporation Name

ARC OF THE KEYS, INC.



Principal Place of Business	Mailing Address
92330 OVERSEAS HWY 9 TAVERNIER FL 33070 US	92330 OVERSEAS HWY 9 TAVERNIER FL 33070 US

3. Date Incorporated or Qualified	09/19/1996
4. FEI Number	65-0700904
Applied For	Not Applicable

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

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
7. Is this nonprofit corporation a homeowners association?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent
COOLEY, JUDITH A 92330 OVERSEAS HWY 9 TAVERNIER FL 33070


10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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	PD	1.1 TITLE	SECRETARY / DIRECTOR
NAME	COHAN, ANNE	1.2 NAME	COHAN, ANNE
STREET ADDRESS	109 SCASHURE DR	1.3 STREET ADDRESS	109 SEASHORE DRIVE
CITY-ST-ZIP	ISLAMORADA FL	1.4 CITY-ST-ZIP	ISLAMORADA, FL 33036
TITLE	VP	2.1 TITLE	VP/DIRECTOR
NAME	DODSON, PATRICEA	2.2 NAME	DODSON, PATRICIA
STREET ADDRESS	PO BOX 120	2.3 STREET ADDRESS	N/A
CITY-ST-ZIP	ISLAMORADA FL	2.4 CITY-ST-ZIP	P.O. BOX 120 ISLAMORADA, FL 33036
TITLE	VPD	3.1 TITLE	
NAME	DEBERNARDIS, DAVID	3.2 NAME	
STREET ADDRESS	12 SPIRE RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	KEY LARGO FL	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	TREASURER/DIRECTOR
NAME	COOLEY, JOSEPH	4.2 NAME	COOLEY, JUDITH
STREET ADDRESS	92330 OVERSEAS HWY	4.3 STREET ADDRESS	932330 OVERSEAS HIGHWAY
CITY-ST-ZIP	TAVERNIER FL	4.4 CITY-ST-ZIP	TAVERNIER, FL 33070
TITLE	S	5.1 TITLE	PRESIDENT/DIRECTOR
NAME	CUNNINGHAM, ROBERT	5.2 NAME	CUNNINGHAM, ROBERT
STREET ADDRESS	128 PACIFIC AVE	5.3 STREET ADDRESS	128 PACIFIC AVE.
CITY-ST-ZIP	TAVERNIER FL	5.4 CITY-ST-ZIP	TAVERNIER, FL 33070
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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:  JUDITH COOLEY, TREASURER 4/27/98 305 852-3426

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