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**Apr 07 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P40864 (1)
 1. Corporation Name
GRACE TARPON INVESTORS, INC.



Principal Place of Business ONE TOWN CENTER ROAD BOCA RATON FL 33486-1010	Mailing Address ONE TOWN CENTER ROAD BOCA RATON FL 33486-1002
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3. Date Incorporated or Qualified 10/08/1992	3a. Date of Last Report 04/15/1996
4. FEI Number 65-0344213	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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature type: For printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	HOUCHIN, PETER D	
STREET ADDRESS	ONE TOWN CENTER RD	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	MCMAHON, PAUL	
STREET ADDRESS	ONE TOWN CENTER RD	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ELLBERGER, LARRY	
STREET ADDRESS	ONE TOWN CENTER RD	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	JAMESON, ONE TOWN CENTE	
STREET ADDRESS	60 RAVINE AVENUE	
CITY-ST-ZIP	WYCKOFF NJ	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LAMM, R.B.	
STREET ADDRESS	2588 NW 64TH BLVD.	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	VPT	<input checked="" type="checkbox"/> DELETE
NAME	HOUCHIN, P.D.	
STREET ADDRESS	11900 NW 5TH STREET	
CITY-ST-ZIP	PLANTATION FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President/Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Larry Ellberger	
1.3 STREET ADDRESS	One Town Center Road	
1.4 CITY-ST-ZIP	Boca Raton, FL 33486	
2.1 TITLE	Vice President and Treasurer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Paul McMahon	
2.3 STREET ADDRESS	One Town Center Road	
2.4 CITY-ST-ZIP	Boca Raton, FL 33486	
3.1 TITLE	Assistant Treasurer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Timothy M. Cremin	
3.3 STREET ADDRESS	One Town Center	
3.4 CITY-ST-ZIP	Boca Raton, FL 33486	
4.1 TITLE	Assistant Secretary	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Craig E. Jameson	
4.3 STREET ADDRESS	One Town Center Road	
4.4 CITY-ST-ZIP	Boca Raton, FL 33486	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 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 607, Florida Statutes, and that my name appears in Block 12 or Block 13, unchanged, or on an attachment with an address.

SIGNATURE: *Timothy M. Cremin* **Timothy M. Cremin, Assistant Treasurer** 3/19/97 561-362-1306
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**GRACE TARPON INVESTORS, INC.
One Town Center Road
Boca Raton, FL 33486-1010**

DIRECTORS:

Larry Ellberger
Paul McMahon

OFFICERS:

Larry Ellberger	President
Paul McMahon	Vice President and Treasurer
Robert B. Lamm	Secretary
Craig E. Jameson	Assistant Secretary
Nancy L. Pasley	Assistant Secretary
Timothy M. Cremin	Assistant Treasurer

The address for the above directors and officers is the same as the heading.