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APPROVED AND FILED

**-CORPORATION
ANNUAL REPORT
1995**



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

95 MAR 21 PM 3:28

DOCUMENT # P92000014680 (2)

1. Corporation Name
BELMAR HILLCREST III, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business
**4411 BAYOU BLVD.
PENSACOLA FL 32503-2601**

Mailing Address
**P.O. BOX 850668
MOBILE AL 36685**

DO NOT WRITE IN THIS SPACE:

| | |
|---|--|
| 3. Date Incorporated or Qualified 12/22/1992 | 3a. Date of Last Report 05/01/1994 |
| 4. FEI Number 58-2025494 | Applied For <input type="checkbox"/> 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 | |

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

9. Name and Address of Current Registered Agent

**MAISEL, BRYAN P
9455 SCENIC HWY.
PENSACOLA FL 32514**

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 **FL**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS

| | |
|----------------|--------------------------------------|
| TITLE | P |
| NAME | MAISEL, BRYAN P |
| STREET ADDRESS | 1111 HILLCREST ROAD, STE. 240 |
| CITY-ST-ZIP | MOBILE AL 36685 |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Add |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Add |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Add |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 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 | |
| 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 of this report, or on an attachment with an address.

SIGNATURE: *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-15-95 334 6358900
DATE SIGNATURE