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Mar 20 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P92000014680 (2)

1. Corporation Name
BELMAR HILLCREST III, INC.



Principal Place of Business Mailing Address
4411 BAYOU BLVD. P.O. BOX 850668
PENSACOLA FL 32503-2601 MOBILE AL 36685-0668

3. Date Incorporated or Qualified 12/22/1992 3a. Date of Last Report 03/05/1996
4. FEI Number 58-2025494 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

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 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 principal 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 (NOTE: Registered Agent signature required when re-issuing) DATE

Table with 2 main columns: OFFICERS AND DIRECTORS (12) and ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (13). Includes fields for Title, Name, Street Address, City, St, Zip, and checkboxes for Delete, Change, and Addition.

14. I declare by certifying 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 contained 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 a shareholder of the corporation or the receiver, trustee, or assignee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [Signature] DATE: 3-17-97 DAYTIME PHONE: 334 633 3900

CR2E034 (9/96)