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Jun 03 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 # P93000018152 (7)

1. Corporation Name
CASTLES BY THE SEA, INC.

Principal Place of Business

258 S OCEAN BLVD
MANALAPAN FL 33462
US

Mailing Address

258 S OCEAN BLVD
MANALAPAN FL 33462-3312
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/10/1993		3a. Date of Last Report 06/28/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 65-0389380		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

HENRIKSEN, DEBORAH L.
6284 PINE DR
LANTANA FL 33462

10. Name and Address of New Registered Agent

81 Name DAVID L. RHOTEN
82 Street Address (P.O. Box Number is Not Acceptable)
204 SO. OCEAN BLVD.
83
84 City MANALAPAN FL 85 Zip Code 33462

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 DAVID L. RHOTEN

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

(NOTE: Registered agent signature required when reinstating)

DATE

5/22/97

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE
NAME	RHOTEN, DAVID L.	
STREET ADDRESS	258 S OCEAN BLVD	
CITY-ST-ZIP	MANALAPAN FL	
TITLE	VP	DELETE
NAME	LENNEN, RONALD B	
STREET ADDRESS	930 INDIGO POINT	
CITY-ST-ZIP	GULF STREAM FL	
TITLE	T	DELETE
NAME	RHOTEN, DAVID L. I	
STREET ADDRESS	258 S. OCEAN BLVD.	
CITY-ST-ZIP	MANALAPAN FL	
TITLE	S	DELETE
NAME	LENNEN, RONALD B	
STREET ADDRESS	930 INDIGO POINT	
CITY-ST-ZIP	GULF STREAM FL	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	Change	Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE	Change	Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE	Change	Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE	Change	Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE	Change	Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE	Change	Addition
62 NAME		
63 STREET ADDRESS		
64 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 if changed, or in the company name with an address.

SIGNATURE

DAVID L. RHOTEN

4-28-97

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CR2E034 (9/96)