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**Apr 16 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 # P93000022645 (4)

1. Corporation Name
VACA CUT PROPERTIES, INC.



Principal Place of Business
**11733 SECOND AVENUE
OCEAN
MARATHON FL 33050**

Mailing Address
**400 117TH ST. OCEAN
MARATHON FL 33050-3655**

3. Date Incorporated or Qualified 03/25/1993	3a. Date of Last Report 07/15/1996
4. FEI Number 65-0401498	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 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	28 Zip
24 Country	30 Country

9. Name and Address of Current Registered Agent
**MILLER, ROBERT K
2875 OVERSEAS HIGHWAY
MARATHON FL 33050**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 City
84 State 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	WALKER, JOHN <input type="checkbox"/> DELETE
NAME	WALKER, JOHN
STREET ADDRESS	4131 DEVEREAUX AVENUE
CITY - ST - ZIP	PHILADELPHIA, PA 19135
TITLE	SZYMORSKI, BRUCE <input type="checkbox"/> DELETE
NAME	SZYMORSKI, BRUCE
STREET ADDRESS	2124 GRIFFITH ST.
CITY - ST - ZIP	PHILADELPHIA, PA 19152
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	MARY M. COSTA <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	MARY M. COSTA
1.3 STREET ADDRESS	400 117th Street Ocean
1.4 CITY - ST - ZIP	Marathon, FL 33050
2.1 TITLE	p <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Helen Drisch
2.3 STREET ADDRESS	400 117th Street, Ocean
2.4 CITY - ST - ZIP	Marathon, FL 33050
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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 on an attachment with an address.

SIGNATURE: Mary M. Costa
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/10/97 305-743-5214
DATE DAYTIME PHONE #

CR2E034 (9/96)