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Apr 14 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 # P93000063136 (4)

1. Corporation Name
HCP III ST. PETERSBURG, INC.



Principal Place of Business
6000 MEADOWBROOK MALL
SUITE 200
CLEMMONS NC 27012
US

Mailing Address
PO BOX 1670
CLEMMONS NC 27012-1670

3. Date Incorporated or Qualified 09/09/1993	3a. Date of Last Report 04/16/1996
4. FEI Number 56-1843290	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 21 689 Deltona Blvd. Suite, Apt. #, etc. 22 City & State 23 Deltona FL Zip Country 24 32725 USA	2a. Mailing Address 26 689 Deltona Blvd. Suite, Apt. #, etc. 27 City & State 28 Deltona FL Zip Country 29 32725 USA
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9. Name and Address of Current Registered Agent GOETZ, GALEN 698 DELTONA BLVD DELTONA FL 32725		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	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCEO	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SWAIN, W. S	1.2 NAME	
STREET ADDRESS	6000 MEADOWBROOK MALL, STE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLEMMONS NC	1.4 CITY-ST-ZIP	27012
TITLE	PVAS	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HERZOG, LAVERNE P	2.2 NAME	
STREET ADDRESS	689 DELTONA BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	DELTONA FL 32725	2.4 CITY-ST-ZIP	27012
TITLE	VTAS	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MUENCHOW, M.R.	3.2 NAME	
STREET ADDRESS	6000 MEADOWBROOK MALL, STE. 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	CLEMMONS NC	3.4 CITY-ST-ZIP	27012
TITLE	S	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HUTCHINS, FAYE T	4.2 NAME	
STREET ADDRESS	6000 MEADOWBROOK MALL, STE 200	4.3 STREET ADDRESS	
CITY-ST-ZIP	CLEMMONS NC	4.4 CITY-ST-ZIP	27012
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: _____ 1-23-97 407-860-0689

CR2E034 (9/96)