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Apr 11 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 # P93000079476 (6)

1. Corporation Name
CARTER ENTERPRISES INC.

Principal Place of Business

245 WILDWOOD DRIVE
LOT 30
ST. AUGUSTINE FL 32086

Mailing Address

1093 A1A BEACH BLVD.
BOX 220
ST. AUGUSTINE FL 32084-6733

3. Date Incorporated or Qualified
11/12/1993

3a. Date of Last Report
06/12/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

DONOVAN, ELIZABETH M
2760 US-1 SOUTH 32084 CR 214
ST. AUGUSTINE FL 32086
32092

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

8084 CR 214

83

84 City

ST AUGUSTINE

FL

85 Zip Code
32092

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

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

ELIZABETH M DONOVAN
(NOTE: Registered Agent signature required when reinstating)

3-16-97
DATE

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	CARTER, CHARLES	
STREET ADDRESS	1093 A1A BEACH BLVD.	
CITY, ST, ZIP	ST. AUGUSTINE FL	
TITLE	S-T	<input type="checkbox"/> DELETE
NAME	LORRAINE C. WILSON	
STREET ADDRESS	1093 A1A BEACH BLVD	
CITY, ST, ZIP	ST AUGUSTINE FL 32084	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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:

Charles H. Carter
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-5-97
Date

Daytime Phone #

0017163

CR2E034 (9/96)