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Feb 18 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 # P93000082022 (3)

1. Corporation Name
SUNDOWN BAREBOAT CHARTERS, INC.



Principal Place of Business: **401 BISCAYNE BLVD. MIAMI FL 33132**
 Mailing Address: **401 BISCAYNE BLVD. MIAMI FL 33132-1924**

3. Date Incorporated or Qualified: **12/01/1993**
 3a. Date of Last Report: **03/19/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		65-0461966		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution		5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		Yes No	
23		28		24		25	
Zip		Country		Zip		Country	
24		25		29		30	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
DAWSON, RAQUEL 3250 MARY ST. SUITE 100 COCONUT GROVE FL 33133				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL			

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

Signatures, typed or printed name of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'NEALL, DANNA	1.2 NAME	
STREET ADDRESS	3140 CROSSWOOD DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'NEALL, DANNA	2.2 NAME	
STREET ADDRESS	3140 CROSSWOOD DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'NEALL, DANNA	3.2 NAME	
STREET ADDRESS	3140 CROSSWOOD DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
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.

CR2E034 (9/96)