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Apr 07 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 # P94000003612 (6)

1. Corporation Name

HIGHLANDS DEVELOPMENT GROUP OF CLERMONT, INC.

Principal Place of Business

1397 W. LAKESHORE DR.
CLERMONT FL 34711

Mailing Address

1397 W. LAKESHORE DR.
CLERMONT FL 34711-2939



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		01/14/1994	04/05/1996
22 City & State		27 City & State		4. FEI Number	Applied For
23 Zip		28 Zip		59-3226276	Not Applicable
24 Country		29 Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
				<input type="checkbox"/>	
				6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
				<input type="checkbox"/>	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

9. Name and Address of Current Registered Agent

KARST, GEORGE F JR
1397 W. LAKESHORE DR.
CLERMONT FL 34711

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

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D KARST, GEORGE F JR	1.1 TITLE	
NAME	1397 W. LAKESHORE DR.	1.2 NAME	
STREET ADDRESS	CLERMONT FL 34711	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D KARST, RANDALL L	2.1 TITLE	
NAME	1259 8TH ST.	2.2 NAME	
STREET ADDRESS	CLERMONT FL 34711	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D PLUMMER, FREDERICK K	3.1 TITLE	
NAME	16731 TEQUESTA TRAIL	3.2 NAME	
STREET ADDRESS	CLERMONT FL 34711	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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: George F. Karst, Jr. REQUIRED K.C. b

4/2/97 (352) 394-3196

CR2E034 (9/96)