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**Jun 05 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 # P94000010976 (6)

1. Corporation Name
HERITAGE MARINE, INC.



Principal Place of Business
**3895 N. LAKE ORLANDO PARKWAY
ORLANDO FL 32808**

Mailing Address
**3895 N. LAKE ORLANDO PARKWAY
ORLANDO FL 32808-2205**

3. Date Incorporated or Qualified **02/04/1994** 3a. Date of Last Report **02/14/1996**
4. FEI Number **59-3225112** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes 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 Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**KNOCKE, PETER A
3895 N. LAKE ORLANDO PARKWAY
ORLANDO FL 32808**

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	KNOCKE, JACK A	
STREET ADDRESS	P O BOX 6699 1903 TROPIC STREET	
CITY-ST-ZIP	TITUSVILLE FL	
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	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	KNOCKE, JACK	
1.3 STREET ADDRESS	1903 TROPIC STREET	
1.4 CITY-ST-ZIP	TITUSVILLE FLORIDA	
2.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	PETER A. KNOCKE	
2.3 STREET ADDRESS	3895 N. LAKE ORLANDO PARKWAY	
2.4 CITY-ST-ZIP	ORLANDO FL 32808	
3.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Philip C. Knocke	
3.3 STREET ADDRESS	2241 MAURICE AVE	
3.4 CITY-ST-ZIP	LA CRESCENTA, CA 91214	
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 **Sandra B. Mortham** 4/24/97 407 298 5307

CR2E034 (9/96)