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May 20 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 # **P94000027408 (1)**

1. Corporation Name
HERITAGE PARTNERS GROUP V, INC.

Principal Place of Business
**450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920
US**

Mailing Address
**450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920-4226
US**

3. Date Incorporated or Qualified 04/04/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 59-3186301	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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	2a. Mailing Address
21 Suite Apt. #, etc.	26 Suite Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent
**POPP, GREGORY A ESQ
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCPHILLIPS, JACQUELINE	1.2 NAME	
STREET ADDRESS	450 CHALLENGER ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCPHILLIPS, MICHAEL	2.2 NAME	
STREET ADDRESS	450 CHALLENGER ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARTMAN, MICHAEL	3.2 NAME	
STREET ADDRESS	450 CHALLENGER ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Colvard, Alison Kerr-Hull
STREET ADDRESS		4.3 STREET ADDRESS	450 Challenger Road
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Cape Canaveral, FL 32920
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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: *Alison Kerr-Hull* **3/28/97 407-799-4090 ex: 284**
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Alison Kerr-Hull, President
Date Daytime Phone #

CR2E034 (9/96)