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Feb 06 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 # P94000036026 (0)

1. Corporation Name  
MASON-PHILLIPS PROPERTIES OF FLORIDA III, INC.



Principal Place of Business: 472 OSCEOLA AVE. SOUTH JACKSONVILLE BEACH FL 32250  
Mailing Address: 472 OSCEOLA AVE. SOUTH JACKSONVILLE BEACH FL 32250-4082

3. Date Incorporated or Qualified: 05/12/1994  
3a. Date of Last Report: 11/12/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields. 4. FEI Number: 59-3244171. 5. Certificate of Status Desired: [X] Yes, \$8.75 Additional Fee Required. 6. Election Campaign Financing: [ ] No, \$5.00 May Be Added to Fees. 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [X] Yes, [ ] No.

9. Name and Address of Current Registered Agent: BECKERLEG, WILLIAM H, HARBESON BECKERLEG & FLETCHER, 637 PARK STREET, JACKSONVILLE FL 32204. 10. Name and Address of New Registered Agent: 81 Name: Charles E. Hartman, 82 Street Address: 472 Osceola Ave., 83 City: Jacksonville Beach, FL, 85 Zip Code: 32250.

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] Charles E. Hartman 1/24/97

12. OFFICERS AND DIRECTORS: COB WINCHESTER, FLOYD (4 SULPHER SPRINGS RD. GREENVILLE SC 29609), PT HARTMAN, CHARLES E (90 TIFTON COVE NORTH PONTE VEDRA BEACH FL 32257), D KOCEJA, GRETCHEN (409 E. NORTH ST. GREENVILLE SC 29609). 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (1.1-6.4).

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: [Signature] Charles E. Hartman 1/24/97 904-270-1042  
Date: 1/24/97 Daytime Phone #

CR2E034 (9/96)