FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED
95 FEB 10 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P94000047187 (7)

1. Corporation Name
HIGH POINT BEACH, INC.

Principal Place of Business	Mailing Address
6701 PENSACOLA BLVD PENSACOLA FL 32505	6701 PENSACOLA BLVD PENSACOLA FL 32505

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified: 06/20/1994
3a. Date of Last Report:

2. Principal Place of Business
21 119 EUCLID AVENUE
Suite, Apt. #, etc. 22
City & State 23 BIRMINGHAM, AL
Zip 24 35213 Country 25

2a. Mailing Address
26 119 EUCLID AVENUE
Suite, Apt. #, etc. 27
City & State 28 BIRMINGHAM, AL
Zip 29 35213 Country 30

4. FEI Number: [X] 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 [X] Yes [ ] No

9. Name and Address of Current Registered Agent

SHELL, STEPHEN B
226 S PALAFOX ST
7TH FLOOR
PENSACOLA FL 32501

10. Name and Address of New Registered Agent

81 Name Les W. Burke, Esq.
82 Street Address (P.O. Box Number is Not Acceptable) Burke & Blue, P.A.
83 221 McKenzie Ave
84 City Panama City FL 85 Zip Code 32401

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: Les W Burke — Feb. 6, 1995
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	1.1 TITLE	DIRECTOR	[X] Change [ ] Addition
NAME	DAVIS, H. M. J R	1.2 NAME	BURNHAM, WESLEY L. JR.	
STREET ADDRESS	3809 KNOLLWOOD DR	1.3 STREET ADDRESS	119 EUCLID AVENUE	
CITY-ST-ZIP	BIRMINGHAM AL 35243	1.4 CITY-ST-ZIP	BIRMINGHAM, AL 35213	
TITLE	D	2.1 TITLE		[ ] Change [ ] Addition
NAME	O'SULLIVAN, I. L. JR	2.2 NAME		
STREET ADDRESS	P O BOX 101329 N/A	2.3 STREET ADDRESS		
CITY-ST-ZIP	BIRMINGHAM AL 35210	2.4 CITY-ST-ZIP		
TITLE	D	3.1 TITLE	DIRECTOR	[X] Change [ ] Addition
NAME	FADDIS, CHARLES F	3.2 NAME	NALL, J. WALLACE JR.	
STREET ADDRESS	6701 PENSACOLA BLVD	3.3 STREET ADDRESS	119 EUCLID AVENUE	
CITY-ST-ZIP	PENSACOLA FL 32505	3.4 CITY-ST-ZIP	BIRMINGHAM, AL 35213	
TITLE	D	4.1 TITLE		[ ] Change [ ] Addition
NAME	KENNEDY, CARTER S	4.2 NAME		
STREET ADDRESS	3125 MONTGOMERY HWY SUITE 116	4.3 STREET ADDRESS		
CITY-ST-ZIP	BIRMINGHAM AL 35209	4.4 CITY-ST-ZIP		
TITLE	D	5.1 TITLE	DIRECTOR	[X] Change [ ] Addition
NAME	LOCKWOOD, RICHARD A	5.2 NAME	NALL, J. WALLACE III	
STREET ADDRESS	6701 PENSACOLA BLVD	5.3 STREET ADDRESS	119 EUCLID AVENUE	
CITY-ST-ZIP	PENSACOLA FL 32505	5.4 CITY-ST-ZIP	BIRMINGHAM, AL 35213	
TITLE		6.1 TITLE	DIRECTOR	[ ] Change [X] Addition
NAME		6.2 NAME	WHATLEY, KATHERINE NALL	
STREET ADDRESS		6.3 STREET ADDRESS	119 EUCLID AVENUE	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	BIRMINGHAM, AL 35213	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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] 2/2/95 (205)879-7720
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
J. W. Nall JR

0307637 CP