

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000051235 (7)
 1. Corporation Name
HERITAGE PARTNERS GROUP XII, INC.



Principal Place of Business 450 CHALLENGER ROAD CAPE CANAVERAL FL 32920	Mailing Address P.O. BOX 1441 CAPE CANAVERAL FL 32920
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/12/1994

4. FEI Number
59-3253369

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 owes or has paid the current year Intangible Personal Property Tax due June 30. 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	25 Country	28 Zip	29 Country
24	25	29	30

9. Name and Address of Current Registered Agent

**POPP, GREGORY A ESO
 450 CHALLENGER ROAD
 CAPE CANAVERAL FL 32920**

10. Name and Address of New Registered Agent

B1 Name

B2 Street Address (P.O. Box Number is Not Acceptable)

B3

B4 City **FL** B5 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	PST	1.1 TITLE	D/P/S/T
NAME	MCPHILLIPS, JACQUELINE	1.2 NAME	Jacqueline McPhillips
STREET ADDRESS	450 CHALLENGER ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	D/P/V
NAME	MCPHILLIPS, MICHAEL	2.2 NAME	Michael McPhillips
STREET ADDRESS	450 CHALLENGER ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	V
NAME	LAVERY, MICHAEL	3.2 NAME	Michael Lavery
STREET ADDRESS	1501 LINCOLN AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	STEAMBOAT SPRINGS CO 80487	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	V
NAME	HARTMAN, MICHAEL A	4.2 NAME	Michael A. Hartman
STREET ADDRESS	450 CHALLENGER ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	V
NAME	COLVARD, KERR-HULL, ALISON	5.2 NAME	Alison Kerr-Hull Colvard
STREET ADDRESS	450 CHALLENGER ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	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 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 Colvard, V.P.* **ALISON KERR - HULL COLVARD** 3/23/98 407-799-4090

CR2E034 (10/97)