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Jan 15 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



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

DOCUMENT # P94000068411 (5)

1. Corporation Name  
KELLEY PROPERTIES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1050 N 24TH ST JACKSONVILLE BEACH FL 32250 US		Mailing Address 1050 N 24TH ST JACKSONVILLE BEACH FL 32250 US	
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	
25 Country		30 Country	
9. Name and Address of Current Registered Agent BUSCHMAN, ALBERT E JR. 2215 S. 3RD ST. STE. 101 JACKSONVILLE BEACH FL 32250			
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		DATE	
Signature, typed or printed name of registered agent and title if applicable		(NOTE: Registered Agent signature required when reinstating)	
12. OFFICERS AND DIRECTORS			
TITLE	D	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
NAME	KELLEY, SARA	1.1 TITLE	
STREET ADDRESS	1050 N 24TH ST	1.2 NAME	
CITY-ST-ZIP	JACKSONVILLE BEACH FL	1.3 STREET ADDRESS	
TITLE	D	1.4 CITY-ST-ZIP	
NAME	KELLEY, MARTIN J	2.1 TITLE	
STREET ADDRESS	1050 N 24TH ST	2.2 NAME	
CITY-ST-ZIP	JACKSONVILLE BEACH FL	2.3 STREET ADDRESS	
TITLE	VP	2.4 CITY-ST-ZIP	
NAME	ABRY, RUSH	3.1 TITLE	
STREET ADDRESS	1050 N 24TH ST	3.2 NAME	
CITY-ST-ZIP	JACKSONVILLE BEACH FL	3.3 STREET ADDRESS	
TITLE		3.4 CITY-ST-ZIP	
NAME		4.1 TITLE	
STREET ADDRESS		4.2 NAME	
CITY-ST-ZIP		4.3 STREET ADDRESS	
TITLE		4.4 CITY-ST-ZIP	
NAME		5.1 TITLE	
STREET ADDRESS		5.2 NAME	
CITY-ST-ZIP		5.3 STREET ADDRESS	
TITLE		5.4 CITY-ST-ZIP	
NAME		6.1 TITLE	
STREET ADDRESS		6.2 NAME	
CITY-ST-ZIP		6.3 STREET ADDRESS	
TITLE		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: [Signature] Date: 1/15/98

CR2E034 (10/97)