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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000010093 (9)

1. Corporation Name
ATLANTIC GULF OF TAMPA, INC.



Principal Place of Business

2601 S BAYSHORE DR 9TH FLOOR
MIAMI FL 33133-5461

Mailing Address

2601 S BAYSHORE DR 9TH FLOOR
MIAMI FL 33133-5412

3. Date Incorporated or Qualified
02/07/1995

3a. Date of Last Report
04/16/1996

Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LANGLEY, MARCIA H
2601 S BAYSHORE DR 9TH FLOOR
MIAMI FL 33133-5461

81 Name

JOEL K. GOLDMAN

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

2601 S. Bayshore Dr.

9th floor

84 City

Miami

FL

85 Zip Code

33133

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, and I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Joel K. Goldman

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

JOEL K. Goldman 4/11/97

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE VD
NAME JEFFREY, THOMAS W
STREET ADDRESS 2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP MIAMI FL 33133-5461

11 TITLE V/S/D
12 NAME GOLDMAN, Joel K.
13 STREET ADDRESS 2601 S. Bayshore Dr
14 CITY-ST-ZIP Miami FL 33133

TITLE VAS
NAME GOLDMAN, JOEL K.
STREET ADDRESS 2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP MIAMI FL 33133-5461

21 TITLE V/S/D
22 NAME Langley, Marcia H.
23 STREET ADDRESS 2601 S. Bayshore Dr
24 CITY-ST-ZIP Miami FL 33133

TITLE PD
NAME GILLETTE, J T
STREET ADDRESS 2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP MIAMI FL 33133-5461

31 TITLE V/C/A/S
32 NAME CARLETON, CALLIS N
33 STREET ADDRESS 2601 S. Bayshore Dr
34 CITY-ST-ZIP Miami FL 33133

TITLE VSD
NAME LANGLEY, MARCIA H
STREET ADDRESS 2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP MIAMI FL 33133-5461

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

TITLE VT
NAME FISCHER, JOHN H
STREET ADDRESS 2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP MIAMI FL 33133-5461

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

TITLE V
NAME CARLETON, CALLIS N.
STREET ADDRESS 2601 S BAYSHORE DR 9TH FLOOR
CITY-ST-ZIP MIAMI FL 33133-5461

61 TITLE
62 NAME
63 STREET ADDRESS
64 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:

Joel K. Goldman

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JOEL K. Goldman 4/11/97

Date

305 DSI 4071

Daytime Phone #

CR2E034 (9/96)