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Apr 11 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 # P95000064948 (9)

1. Corporation Name
BEACH INVESTMENTS, INC. II

Principal Place of Business
12777-1 ATLANTIC
JACKSONVILLE FL 32225

Mailing Address
2440 MAYPORT RD.
#2
ATLANTIC BEACH FL 32233-2876



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 12777-1 Atlantic Blvd.		26 Same		06/21/1995	05/01/1996
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 Unit 1		28 City & State		50-3337308	Not Applicable
24 Jacksonville FL		29 City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25 Zip		30 Country		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
26 32225		31 U.S.A.		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

GRAY, ROBERT W JR
2440 MAYPORT ROAD
ATLANTIC BEACH FL 32233

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	P	1.1 TITLE	p
NAME	WILLIAM GRAY, ROBERT, JR.	1.2 NAME	
STREET ADDRESS	2440 MAYPORT RD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTIC BEACH FL 32233-3	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	V
NAME	BIEBER, DAVID	2.2 NAME	
STREET ADDRESS	2440 MAYPORT RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTIC BEACH FL 32233	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: Robert William Gray Jr. 2 Apr 11/97 904-241-3327
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)