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Feb 26 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 # P95000093136 (6)

1. Corporation Name

LEXINGTON VENTURES, INC.

Principal Place of Business
4850 FIRST COAST HWY
FERNANDINA BEACH FL 32035

Mailing Address
P O BOX 8312
FERNANDINA BEACH FL 32035-8312



3. Date Incorporated or Qualified 12/06/1995	3a. Date of Last Report 03/06/1996
4. FEI Number APPLIED FOR 59-3357637	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	28. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent

POOLE, WESLEY R
303 CENTRE ST, SUITE 200
FERNANDINA BEACH FL 32034

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	1. NAME	1.1 TITLE	1.2 NAME
NAME	1.3 STREET ADDRESS	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
STREET ADDRESS	2. NAME	2.1 TITLE	2.2 NAME
CITY - ST - ZIP	2.3 STREET ADDRESS	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
TITLE	3. NAME	3.1 TITLE	3.2 NAME
NAME	3.3 STREET ADDRESS	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
STREET ADDRESS	4. NAME	4.1 TITLE	4.2 NAME
CITY - ST - ZIP	4.3 STREET ADDRESS	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
TITLE	5. NAME	5.1 TITLE	5.2 NAME
NAME	5.3 STREET ADDRESS	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
STREET ADDRESS	6. NAME	6.1 TITLE	6.2 NAME
CITY - ST - ZIP	6.3 STREET ADDRESS	6.3 STREET ADDRESS	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:

Donald M Shaw
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/26/97 (904) 261-0303
Date Daytime Phone #

CR2E034 (9/96)