

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

FILED
Jun 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1998**



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

DOCUMENT # P96000006097 (5)
 1. Corporation Name
OCEANS, REEFS & AQUARIUMS, INC.



Principal Place of Business
265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480

Mailing Address
265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

3. Date Incorporated or Qualified
01/19/1996

4. FEI Number
65-0657787

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

9. Name and Address of Current Registered Agent
**MINTMIRE, DONALD F
 265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0602 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)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	MINTMIRE, DONALD F	
STREET ADDRESS	% 265 SUNRISE AVENUE SUITE 204	
CITY-ST-ZIP	PALM BEACH FL 33480	
TITLE	P	<input type="checkbox"/> DELETE
NAME	DAVIS, RICHARD W. Richard W.A. Davis	
STREET ADDRESS	265 SUNRISE AVENUE, STE. 204	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	GROGAN, TONY	
STREET ADDRESS	649 US HWY ONE, STE. 3	
CITY-ST-ZIP	NORTH PALM BEACH FL	
TITLE	COO	<input type="checkbox"/> DELETE
NAME	Jeff Turner	Addition
STREET ADDRESS	1674 NE 205 Terrace	
CITY-ST-ZIP	N. Miami Beach, FL 33179	
TITLE	Joline Turner	<input type="checkbox"/> DELETE
NAME	Joline Turner	Addition
STREET ADDRESS	1674 NE 205 Terrace	
CITY-ST-ZIP	N. Miami Beach, FL 33179	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Kevin Gaines	Addition
STREET ADDRESS	ACTED Bldg., 5600 U.S. Hwy 1 North	
CITY-ST-ZIP	Ft. Pierce, FL 34946	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Edgar Mitchell
1.3 STREET ADDRESS	250 Via Bellaria
1.4 CITY-ST-ZIP	Palm Beach, FL 33480
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	J. Bell Moran
2.3 STREET ADDRESS	630 Island Dr.
2.4 CITY-ST-ZIP	Palm Beach, FL 33480
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Rick Herman
3.3 STREET ADDRESS	HBOI, 5600 U.S. Hwy. 1 North
3.4 CITY-ST-ZIP	Ft. Pierce, FL 34946
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Stephen Farinacci
4.3 STREET ADDRESS	HBOI, 5600 U.S. Hwy. 1 North
4.4 CITY-ST-ZIP	Ft. Pierce, FL 34946
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	David Vaughan
5.3 STREET ADDRESS	HBOI, 5600 U.S. Hwy. 1, North
5.4 CITY-ST-ZIP	Ft. Pierce, FL 34946
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	600002544846
6.3 STREET ADDRESS	-06/02/98--01023--016
6.4 CITY-ST-ZIP	***150.00

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.

D. A. ... (Signature)

CR2E034 (10/97)