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FILED
Apr 07 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000014890 (3)

1. Corporation Name

HAMMERHEAD FRED'S, INC.

Principal Place of Business

15606 FRONT BEACH RD
PANAMA CITY BEACH FL 32413

Mailing Address

15606 FRONT BEACH RD
PANAMA CITY BEACH FL 32413-2500



3. Date Incorporated or Qualified

02/14/1996

3a. Date of Last Report

4. FEI Number

59-3356783

Applied For

Not Applicable

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BENNETT, DERRICK
112 E 3RD CT
PANAMA CITY FL 32401

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 607.0502 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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| TITLE | NAME | STREET ADDRESS | CITY - ST - ZIP | DELETE |
|-------|--------------------|----------------------|----------------------------|--------------------------|
| D | BENNETT, MICHAEL R | 15606 FRONT BEACH RD | PANAMA CITY BEACH FL 32413 | <input type="checkbox"/> |
| D | BENNETT, SAMUEL N | 15606 FRONT BEACH RD | PANAMA CITY BEACH FL 32413 | <input type="checkbox"/> |
| | | | | <input type="checkbox"/> |
| | | | | <input type="checkbox"/> |
| | | | | <input type="checkbox"/> |
| | | | | <input type="checkbox"/> |
| | | | | <input type="checkbox"/> |

| 1.1 TITLE | 1.2 NAME | 1.3 STREET ADDRESS | 1.4 CITY - ST - ZIP | Change | Addition |
|-----------|----------|--------------------|---------------------|--------------------------|--------------------------|
| 2.1 TITLE | 2.2 NAME | 2.3 STREET ADDRESS | 2.4 CITY - ST - ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.1 TITLE | 3.2 NAME | 3.3 STREET ADDRESS | 3.4 CITY - ST - ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.1 TITLE | 4.2 NAME | 4.3 STREET ADDRESS | 4.4 CITY - ST - ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.1 TITLE | 5.2 NAME | 5.3 STREET ADDRESS | 5.4 CITY - ST - ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.1 TITLE | 6.2 NAME | 6.3 STREET ADDRESS | 6.4 CITY - ST - ZIP | <input type="checkbox"/> | <input type="checkbox"/> |

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. 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/20/97

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CR2E034 (9/96)