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May 12 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 # P96000025693 (8)

1. Corporation Name  
PALADIUM HOMES, INC.



Principal Place of Business  
1551 ATLANTIC BLVD., SUITE 200  
JACKSONVILLE FL 32207

Mailing Address  
1551 ATLANTIC BLVD., SUITE 200  
JACKSONVILLE FL 32207-3345

3. Date Incorporated or Qualified 03/18/1996	3a. Date of Last Report
4. FEI Number APPLIED FOR	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> 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 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
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent  
SANDS, J. KEITH M  
1551 ATLANTIC BLVD., SUITE 200  
JACKSONVILLE FL 32207

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	
TITLE	D
NAME	SHAD, THOMAS DR.
STREET ADDRESS	1551 ATLANTIC BLVD., SUITE 200
CITY-ST-ZIP	JACKSONVILLE FL 32207
TITLE	D
NAME	ROYAL, VAN
STREET ADDRESS	1551 ATLANTIC BLVD., SUITE 200
CITY-ST-ZIP	JACKSONVILLE FL 32207
TITLE	D
NAME	HARTWIG, KELLY
STREET ADDRESS	1551 ATLANTIC BLVD., SUITE 200
CITY-ST-ZIP	JACKSONVILLE FL 32207
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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: Kelly W. Hartwig 5-197 9042682237  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)