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May 15 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 # P96000037809 (6)

1. Corporation Name

MILLER-MATTHEWS CUSTOM POOLS, INC.



Principal Place of Business

2668 DAVIS BLVD.
NAPLES FL 33942

Mailing Address

2668 DAVIS BLVD.
NAPLES FL 34104-4333

2. Principal Place of Business

21 2408 LINWOOD AVE

Suite, Apt. #, etc.

22 7A

City & State

23 NAPLES FL

Zip

24 34112

Country

25 USA

2a. Mailing Address

Suite, Apt. #, etc.

City & State

Zip

28

Country

30

3. Date Incorporated or Qualified

05/02/1996

3a. Date of Last Report

4. FLE Number

65-0710471

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

9. Name and Address of Current Registered Agent

CRAIG, ROGER E
1250 NO TAMiami TRAIL STE 211
NAPLES FL 33940

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 607.0502 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

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

(NOTE: Registered Agent signature required when reissuing)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD

NAME MATTHEWS, WESLEY

STREET ADDRESS 138 BALTUSROL

CITY-ST-ZIP NAPLES FL 33962

TITLE VD

NAME MILLER, JOHN W

STREET ADDRESS 194 WESTWOOD DRIVE

CITY-ST-ZIP NAPLES FL 33942

TITLE SD

NAME BARBARA, BARBARA

STREET ADDRESS 122 JEEPERS

CITY-ST-ZIP NAPLES FL 33962

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

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

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

I 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 a 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 is not listed in Block 13 if changed, or on an attachment with an address.

CR2E034 (9/96)