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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000039369 (9)

1. Corporation Name
PACESETTER DEVELOPMENT CORPORATION

Principal Place of Business
2111 NORTH MONROE STREET #203
TALLAHASSEE FL 32303

Mailing Address
2111 NORTH MONROE STREET #203
TALLAHASSEE FL 32303-4784

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/03/1996		3a. Date of Last Report	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3379723		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
MOTTICE, JOHN P 2111 NORTH MONROE STREET #203 TALLAHASSEE FL 32303				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's signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
PSTD	MOTTICE, JOHN P		
	2111 NORTH MONROE STREET #203	1.3 STREET ADDRESS	
	TALLAHASSEE FL 32303	1.4 CITY-ST-ZIP	
CD	MOTTICE, H J	2.1 TITLE	
	2111 NORTH MONROE STREET #203	2.2 NAME	
	TALLAHASSEE FL 32303	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	

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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 or both, or on an attachment with an address.

SIGNATURE _____ JAY Mottice 2/16/97 (9/4)3862117

CR2E034 (9/96)