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Apr 02 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000056604 (7)

1. Corporation Name
SHEPHERD'S WORLDS, INC.



Principal Place of Business Mailing Address
C/O JOHN F HOOLEY
4532 TAMiami TRAIL EAST STE 401
NAPLES FL 34112 C/O JOHN F HOOLEY
4532 TAMiami TRAIL EAST STE 401
NAPLES FL 34112-6783

3. Date Incorporated or Qualified 07/05/1996 3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address
21 10681 Airport Rd. 26

Suite, Apt. #, etc. Suite, Apt. #, etc.
22 Ste. #21 27

City & State City & State
23 Naples, Fla. 28

Zip Country Zip Country
24 34109 25 U.S.A. 29 30

4. FEI Number 65-0677404 Applied For
Not Applicable

5. Certificate of Status Desired \$8.75 Additional
Fee Required

6. Election Campaign Financing \$5.00 May Be
Trust Fund Contribution 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

10. Name and Address of New Registered Agent

HOOLEY, JOHN F
4532 TAMiami TRAIL EAST STE 401
NAPLES FL 34112

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 John F. Hooley
(NOTE: Registered Agent signature required when reinstating.) DATE

12. OFFICERS AND DIRECTORS
TITLE D DELETE
NAME SHEPHERD, MARK
STREET ADDRESS 4532 TAMiami TRAIL EAST STE 401
CITY-ST-ZIP NAPLES FL 34112
TITLE D DELETE
NAME HOOLEY, JOHN F
STREET ADDRESS 4532 TAMiami TRAIL EAST STE 401
CITY-ST-ZIP NAPLES FL 34112
TITLE D DELETE
NAME Aaron N. Shepherd
STREET ADDRESS 5388 3rd Ave., NW
CITY-ST-ZIP Naples, Fla. 34119
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE D Change Addition
1.2 NAME Shepherd, Mark
1.3 STREET ADDRESS 10681 Airport Rd., Ste. #21
1.4 CITY-ST-ZIP Naples, Fla. 34109
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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: John F. Hooley (941) 775-2908
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)