

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Mar 17 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # *P96000061598*

1. Corporation Name
Amelia Investment Corp.

Principal Place of Business	Mailing Address
1890 South 14th St. Suite 110 Amelia Island, FL 32034	

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 1890 South 14th St.		26 1890 South 14th St.		July 23, 1996		N/A	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number		Applied For	
22 Suite 110		27 Suite 110		59-3398154		Not Applicable	
23 City & State		28 City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
23 Amelia Island, FL		28 Amelia Island, FL		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip		25 Country		29 Zip		30 Country	
24 32034		25 USA		29 32034		30 USA	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			

Ralph L. MacDonald, Jr.
9 Painted Bunting
Amelia Island, FL 32034

81 Name	Ralph L. MacDonald, Jr.
82 Street Address (P.O. Box Number is Not Acceptable)	1890 South 14th Street
83	Suite 110
84 City	Amelia Island FL
85 Zip Code	32034

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: *Ralph L. MacDonald, Jr.* **Ralph L. MacDonald, Jr.** (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President <input type="checkbox"/> DELETE	1.1 TITLE	President and Treasurer <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Ralph L. MacDonald	1.2 NAME	Ralph L. MacDonald
STREET ADDRESS	9 Painted Bunting	1.3 STREET ADDRESS	1890 South 14th St., Suite 110
CITY-ST-ZIP	Amelia Island, FL 32034	1.4 CITY-ST-ZIP	Amelia Island, FL 32034
TITLE	Vice President and Secretary <input type="checkbox"/> DELETE	2.1 TITLE	Vice President & Secretary <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Joseph W. Halliday	2.2 NAME	Joseph W. Halliday
STREET ADDRESS	c/o Skadden Arps et al.	2.3 STREET ADDRESS	C/O Skadden Arps et al.
CITY-ST-ZIP	919 Third Ave., New York, NY 10022	2.4 CITY-ST-ZIP	919 Third Avenue, NY, NY 10022
TITLE	Asst. Secretary and Asst. Treasurer <input type="checkbox"/> DELETE	3.1 TITLE	Asst. Secretary and Asst. Treasurer <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Cheryl A. Hawkins	3.2 NAME	Cheryl A. Hawkins
STREET ADDRESS	1890 South 14th Street, Suite 110	3.3 STREET ADDRESS	1890 South 14th Street, Suite 110
CITY-ST-ZIP	Amelia Island, FL 32034	3.4 CITY-ST-ZIP	Amelia Island, FL 32034
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	000002117310
STREET ADDRESS		6.3 STREET ADDRESS	-03/18/97--01112--023
CITY-ST-ZIP		6.4 CITY-ST-ZIP	***165.00

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: *Ralph L. MacDonald, Jr.* **alph L. MacDonald Jr., President (904) 321-2140**

CR2E034 (9/96)