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May 19 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 # P96000079641 (2)

1. Corporation Name  
WATERTOYS REAL ESTATE INC.



Principal Place of Business  
350 ROYAL POINCIANA WAY  
SUITE 3-C  
PALM BEACH FL 33480

Mailing Address  
350 ROYAL POINCIANA WAY  
SUITE 3-C  
PALM BEACH FL 33480-4002

3. Date Incorporated or Qualified 09/25/1996	3a. Date of Last Report
4. FEI Number	<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 checked="" 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

DENTRY, DEBORAH A  
2000 N. FLORIDA MANGO ROAD  
SUITE 200  
W. PALM BEACH FL 33409

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 \_\_\_\_\_ DATE \_\_\_\_\_  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input type="checkbox"/> DELETE	1.1 TITLE	President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	1.2 NAME	Linn D Heston	
STREET ADDRESS	1.3 STREET ADDRESS	2000 N Florida Mango Rd #200	
CITY - ST - ZIP	1.4 CITY - ST - ZIP	WPB FL 33409	
TITLE <input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2.2 NAME		
STREET ADDRESS	2.3 STREET ADDRESS		
CITY - ST - ZIP	2.4 CITY - ST - ZIP		
TITLE <input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3.2 NAME		
STREET ADDRESS	3.3 STREET ADDRESS		
CITY - ST - ZIP	3.4 CITY - ST - ZIP		
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	900002196949	
STREET ADDRESS	5.3 STREET ADDRESS	-06/02/97--01002--016	
CITY - ST - ZIP	5.4 CITY - ST - ZIP	***2310.00	
TITLE <input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	6.2 NAME		
STREET ADDRESS	6.3 STREET ADDRESS		
CITY - ST - ZIP	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: Linn D Heston 4/30/97 5216975252  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)