

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

FILED
May 22 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 # **P96000092403 (0)**

1. Corporation Name
HIGHLANDS VENTURES, INC.

Principal Place of Business 1431 NE 17TH AVE GAINESVILLE FL 32609	Mailing Address 1431 NE 17TH AVE GAINESVILLE FL 32609-3874
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 24 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 29 Zip Country		3. Date Incorporated or Qualified 11/15/1996	3a. Date of Last Report
				4. FEI Number 59-3435183	Applied For 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	

9. Name and Address of Current Registered Agent BERKEY, DAVID A 1431 NE 17TH AVE GAINESVILLE FL 32609		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	
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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 signature required when re-stating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input type="checkbox"/> DELETE		1.1 TITLE	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	David A. Berkey
STREET ADDRESS		1.3 STREET ADDRESS	1431 NE 17th AVE
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Gainesville, FL 32609 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE <input type="checkbox"/> DELETE		2.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	H. Thomas Lane Jr.
STREET ADDRESS		2.3 STREET ADDRESS	8001 SW 30th AVE
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Gainesville FL 32605 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <input type="checkbox"/> DELETE		3.1 TITLE	
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	
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	
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	
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 in an attachment with an address.

SIGNATURE:  **DAVID A. BERKEY** 4/28/97 (352) 335-1649
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)