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Jun 04 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 # P96000103445 (8)

1. Corporation Name
PINEFOREST PROPERTIES, INC.



Principal Place of Business: GLADES BUILDING, SUITE 303, 877 EXECUTIVE CENTER DR. WEST, ST. PETERSBURG FL 33702
Mailing Address: GLADES BUILDING, SUITE 303, 877 EXECUTIVE CENTER DR. WEST, ST. PETERSBURG FL 33702-2460

3. Date Incorporated or Qualified: 12/26/1996
3a. Date of Last Report: [Blank]
4. FEI Number: 59-3420554
Applied For: [Blank] / Not Applicable
5. Certificate of Status Desired: [] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: [] \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [] Yes [X] No

2. Principal Place of Business: [21] Suite, Apt. #, etc. [22] City & State [23] Zip [24] Country
2a. Mailing Address: [26] Suite, Apt. #, etc. [27] City & State [28] Zip [29] Country [30]

9. Name and Address of Current Registered Agent

MASCARA, ERNEST L
GLADES BUILDING, SUITE 303
877 EXECUTIVE CENTER DR. WEST
ST. PETERSBURG FL 33702

10. Name and Address of New Registered Agent

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

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: [Blank] (NOTE: Registered Agent signature required when reinstating) DATE: [Blank]

12. OFFICERS AND DIRECTORS

TITLE	<input checked="" type="checkbox"/> DELETE
NAME	MASCARA, ERNEST L
STREET ADDRESS	877 EXECUTIVE CENTER DRIVE WEST
CITY-ST-ZIP	ST. PETERSBURG FL 33702
TITLE	<input type="checkbox"/> DELETE
NAME	[Blank]
STREET ADDRESS	[Blank]
CITY-ST-ZIP	[Blank]
TITLE	<input type="checkbox"/> DELETE
NAME	[Blank]
STREET ADDRESS	[Blank]
CITY-ST-ZIP	[Blank]
TITLE	<input type="checkbox"/> DELETE
NAME	[Blank]
STREET ADDRESS	[Blank]
CITY-ST-ZIP	[Blank]
TITLE	<input type="checkbox"/> DELETE
NAME	[Blank]
STREET ADDRESS	[Blank]
CITY-ST-ZIP	[Blank]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DPS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Stephen D. Hove	
1.3 STREET ADDRESS	101 Phillippe Parkway	
1.4 CITY-ST-ZIP	Safety Harbor, FL 34695	
2.1 TITLE	DVT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Keith Bass	
2.3 STREET ADDRESS	101 Phillippe Parkway	
2.4 CITY-ST-ZIP	Safety Harbor, FL 34695	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	[Blank]	
3.2 NAME	[Blank]	
3.3 STREET ADDRESS	[Blank]	
3.4 CITY-ST-ZIP	[Blank]	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	[Blank]	
4.2 NAME	[Blank]	
4.3 STREET ADDRESS	[Blank]	
4.4 CITY-ST-ZIP	[Blank]	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	[Blank]	
5.2 NAME	[Blank]	
5.3 STREET ADDRESS	[Blank]	
5.4 CITY-ST-ZIP	[Blank]	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	[Blank]	
6.2 NAME	[Blank]	
6.3 STREET ADDRESS	[Blank]	
6.4 CITY-ST-ZIP	[Blank]	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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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 if changed, or on an attachment with an address.

SIGNATURE: [Signature] 4/17/97 813-586-5917

CR2E034 (9/96)