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FILED
Mar 30 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P97000002464 (0)

1. Corporation Name

PALM BEACH OFFSHORE CLUB, INC.



Principal Place of Business

Mailing Address

POST OFFICE BOX 14066
NORTH PALM BEACH FL 33408

POST OFFICE BOX 14066
NORTH PALM BEACH FL 33408

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/09/1997

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25 29 30

4. FEI Number

593441275

Applied For
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 owes or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

~~CORPORATION SERVICE COMPANY~~

~~1201 HAYS STREET~~

~~TALLAHASSEE FL 32301-2525~~

510 43rd ST.

RICHARD L. ORLANDO

~~P.O. BOX 14066~~

W Palm Bch. FL 33408

81 Name

RICHARD L. ORLANDO

82 Street Address (P.O. Box Number is Not Acceptable)

~~1201 HAYS STREET~~

83

~~510 43rd ST~~

84 City

W Palm Bch.

85 Zip Code

FL 33408

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 607.0508, Florida Statutes.

SIGNATURE

Richard L. Orlando

Signature of registered agent (if applicable)

(NOTE: Registered Agent signature required when reinstating)

3/5/98

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP
ORLANDO, RICHARD L
POST OFFICE BOX 14066
NORTH PALM BEACH FL 33408

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

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CITY - ST - ZIP

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

14. I 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

Richard L. Orlando

3/5/98 156N 843-8577

CR2E034 (10/97)