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Apr 01 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # S07993 (6)
1. Corporation Name
BEACHSIDE WATERSPORTS, INC.



Principal Place of Business
3841 N. ROOSEVELT BLVD.
C/O HOLIDAY INN BEACHSIDE
KEY WEST FL 33040
US

Mailing Address
P.O. BOX 2582
KEY WEST FL 33045
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/22/1990	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0224065	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

STEVEN F CLARKE
22746 PRIVATEER DR
SUMMERLAND KEY FL 33042

10. Name and Address of New Registered Agent

81	Name	MITCHELL DENKER	
82	Street Address (P.O. Box Number is Not Applicable)	12130 SE 47th AVE	
83			
84	City	FL	85 Zip Code 33499

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:

Signature, typed or printed name of registered agent and date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

Mitchell Denker

3/18/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P/D	1.1 TITLE	T/D GARY HAAS
NAME	THOMAS, JOHN W	1.2 NAME	2200 FOGARTY
STREET ADDRESS	21051 6TH AVE. CUDJOE GARDENS	1.3 STREET ADDRESS	KEY WEST
CITY-ST-ZIP	SUMMERLAND KEY FL	1.4 CITY-ST-ZIP	FLA. 33040
TITLE	VP/D	2.1 TITLE	
NAME	DENKER, MITCHELL	2.2 NAME	
STREET ADDRESS	PO BOX 999 N/A	2.3 STREET ADDRESS	
CITY-ST-ZIP	SUMMERFIELD FL 34492	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	T/D
NAME	CLARKE, STEVEN F	3.2 NAME	DENNIS DERCOLE
STREET ADDRESS	22746 PRIVATEER DR.	3.3 STREET ADDRESS	2200 FOGARTY AVE
CITY-ST-ZIP	SUMMERLAND KEY FL 33042	3.4 CITY-ST-ZIP	KEY WEST FLA. 33040
TITLE	D	4.1 TITLE	
NAME	ROLLI, JOHN	4.2 NAME	
STREET ADDRESS	PO BOX 2582 N/A	4.3 STREET ADDRESS	
CITY-ST-ZIP	KEY WEST FL 33045	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	SQUIRES, GEORGE	5.2 NAME	
STREET ADDRESS	PO BOX 2582 N/A	5.3 STREET ADDRESS	
CITY-ST-ZIP	KEY WEST FL 33045	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	SAUNDERS, SCOTT	6.2 NAME	
STREET ADDRESS	2027 FLAGLER AVE.	6.3 STREET ADDRESS	
CITY-ST-ZIP	KEY WEST FL 33040	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:

Mitchell Denker

3/19 3452940489

CR2E034 (10/97)