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May 12 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 # S20629 (9)

1. Corporation Name
OCEAN SANDS OF ST. AUGUSTINE, INC.



Principal Place of Business
200 MALAGA ST.
ST. AUGUSTINE FL 32095-2957

Mailing Address
200 MALAGA ST.
ST. AUGUSTINE FL 32084-3570

3. Date Incorporated or Qualified
11/14/1990

3a. Date of Last Report
09/24/1996

2. Principal Place of Business

2a. Mailing Address

21. State, Apt. #, etc.

26. Suite, Apt. #, etc.

22. City & State

27. City & State

23. Zip

Country

28. Zip

Country

24. Zip

Country

29. Zip

Country

9. Name and Address of Current Registered Agent

BERG, ARVID E
348 VILLAGE DRIVE
ST. AUGUSTINE FL 32095

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

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 title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DPT	<input type="checkbox"/> DELETE
NAME	BERG, ARVID E	
STREET ADDRESS	348 VILLAGE DRIVE	
CITY - ST - ZIP	ST. AUGUSTINE FL 32095	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	BERG, MARY J	
STREET ADDRESS	348 VILLAGE DRIVE	
CITY - ST - ZIP	ST. AUGUSTINE FL 32095	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BERG, MARY J.
2.3 STREET ADDRESS	348 VILLAGE DRIVE
2.4 CITY - ST - ZIP	ST. AUGUSTINE, FL 32095
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: ARVID E. BERG
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 4/28/97
Daytime Phone #: 904-824-1112

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CR2E034 (9/96)