

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

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May 20 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 # S22960

(6)

1. Corporation Name
HERITAGE AMERICA CORP.

Principal Place of Business
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920
US

Mailing Address
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920-4226
US

3. Date Incorporated or Qualified 01/04/1991	3a. Date of Last Report 05/01/1996
4. FEI Number 59-3115569	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent POPP, GREGORY A ESQ 450 CHALLENGER ROAD CAPE CANAVERAL FL 32920	10. Name and Address of New Registered Agent
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code
FL	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	POT <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCMULLEN, JR T J	1.2 NAME	
STREET ADDRESS	450 CHALLENGER ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL	1.4 CITY-ST-ZIP	
TITLE	CVD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCPHILLIPS, MICHAEL F	2.2 NAME	900002197589
STREET ADDRESS	450 CHALLENGER ROAD	2.3 STREET ADDRESS	-06/02/97--01079--001
CITY-ST-ZIP	CAPE CANAVERAL FL	2.4 CITY-ST-ZIP	***5733.75
TITLE	VSD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCPHILLIPS, JACQUELINE	3.2 NAME	
STREET ADDRESS	450 CHALLENGER ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	D/P/T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Fleming, Randall M.
STREET ADDRESS		4.3 STREET ADDRESS	450 Challenger Road
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Cape Canaveral, FL 32920
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Hartman, Michael
STREET ADDRESS		5.3 STREET ADDRESS	450 Challenger Road
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Cape Canaveral, FL 32920
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Colvard, Alison Kerr-Hull
STREET ADDRESS		6.3 STREET ADDRESS	450 Challenger Road
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Cape Canaveral, FL 32920

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: _____ 3/28/97 407-799-4090 ex:283
Signature, typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (9/96)