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May 09 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 # S24380 (5)  
1. Corporation Name  
HARBORMASTER OPERATING CORP.



Principal Place of Business: 2800 HARBOURSIDE DRIVE, LONGBOAT KEY FL 34228, US  
Mailing Address: 2800 DOUGLAS RD, 803, CORAL GABLES FL 33134-6134, US

3. Date Incorporated or Qualified: 01/10/1991  
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-fields for Suite, City & State, Zip, and Country.  
4. FEI Number: 59-3058147  
5. Certificate of Status Desired: \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees  
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes/No

9. Name and Address of Current Registered Agent: ARSENAULT, KENNETH G JR, 655 ULMERTON ROAD, SUITE 4-A, LARGO FL 34641  
10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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] (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include fields for Title, Name, Street Address, and City-ST-ZIP for multiple individuals.

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: William G. Vernon (Signature) 4/30/97 305 448 1070 (Date and Daytime Phone #)

CR2E034 (9/96)