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FILED  
May 02 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S50496 (6)

1. Corporation Name  
SOUTHPOINT SAIL & DIVE, INC.

Principal Place of Business

714 DUVAL STREET  
KEY WEST FL 33040  
US

Mailing Address

535 DUVAL STREET  
KEY WEST FL 33040-8552



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/03/1991	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 65-0262418		Applied For Not Applicable	
22. City & State	27. City & State	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	
23. Zip	28. Zip	29. Country		30. Country	
24. Zip		25. Country		26. Country	

9. Name and Address of Current Registered Agent

WHITE, VICTORIA  
3920 S. ROOSEVELT BLVD  
405 S  
KEY WEST FL 33040

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 fee if applicable


(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	RUZIC, EDWARD JOSEPH	1.2 NAME	
STREET ADDRESS	24 WHISTLING DUCK	1.3 STREET ADDRESS	
CITY - ST - ZIP	KEY WEST FL	1.4 CITY - ST - ZIP	
TITLE	V	2.1 TITLE	
NAME	RUZIC, MARIA	2.2 NAME	
STREET ADDRESS	24 WHISTLING DUCK	2.3 STREET ADDRESS	
CITY - ST - ZIP	KEY WEST FL	2.4 CITY - ST - ZIP	
TITLE	T	3.1 TITLE	Anderson, Sam
NAME	ANDERSON, SAM	3.2 NAME	111 North Washington St.
STREET ADDRESS	7297 FRANCES ST.	3.3 STREET ADDRESS	Easton, MD 21601
CITY - ST - ZIP	EASTON MD 21601	3.4 CITY - ST - ZIP	
TITLE	S	4.1 TITLE	
NAME	WHITE, VICTORIA	4.2 NAME	
STREET ADDRESS	3920 S ROOSEVELT B 4055	4.3 STREET ADDRESS	
CITY - ST - ZIP	KEY WEST FL 33040	4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

4. 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:

 Victoria White 4/21/97 305-292-9778

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0140864

CR2E034 (9/96)