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Apr 02 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # V03441 (5)**  
 1. Corporation Name  
**HUNTINGTON OF PELICAN BAY, INC.**



Principal Place of Business <b>5811 PELICAN BAY BLVD.</b> <b>615</b> <b>NAPLES FL 33963</b> <b>US</b>	Mailing Address <b>5811 PELICAN BAY BLVD.</b> <b>615</b> <b>NAPLES FL 34108-2762</b> <b>US</b>
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<b>21</b> 2. Principal Place of Business Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country	<b>26</b> 2a. Mailing Address Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country
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<b>3.</b> Date Incorporated or Qualified <b>12/31/1991</b>	<b>3a.</b> Date of Last Report <b>04/16/1996</b>
<b>4.</b> FEI Number <b>65-0320461</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
<b>8.</b> This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

<b>9. Name and Address of Current Registered Agent</b> <b>GOODMAN, KENNETH D.</b> <b>3033 RIVERA DR</b> <b>NAPLES FL 33940</b>	<b>NEW ADDRESS</b>
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<b>10. Name and Address of New Registered Agent</b> <b>81 Name</b> <b>KENNETH D. GOODMAN</b> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>5551 RIDGEWOOD DRIVE, SUITE 405</b> <b>83</b> <b>84 City</b> <b>NAPLES</b>	<b>85 Zip Code</b> <b>FL 34108</b>
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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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>12. PSTD HOYT, JOHN W.</b> <b>5811 PELICAN BAY BLVD.</b> <b>NAPLES FL 33963</b> <input type="checkbox"/> DELETE
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>12. CD HARRIS, JOHN H.</b> <b>5811 PELICAN BAY BLVD.</b> <b>NAPLES FL 33963</b> <input type="checkbox"/> DELETE
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<b>1.1 TITLE</b> <b>1.2 NAME</b> <b>1.3 STREET ADDRESS</b> <b>1.4 CITY-ST-ZIP</b>	<b>34108-2762</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>2.1 TITLE</b> <b>2.2 NAME</b> <b>2.3 STREET ADDRESS</b> <b>2.4 CITY-ST-ZIP</b>	<b>34108-2762</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>3.1 TITLE</b> <b>3.2 NAME</b> <b>3.3 STREET ADDRESS</b> <b>3.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>4.1 TITLE</b> <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>5.1 TITLE</b> <b>5.2 NAME</b> <b>5.3 STREET ADDRESS</b> <b>5.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>6.1 TITLE</b> <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 in an attachment with an address.

SIGNATURE: *John H. Harris* MARCH 28, 1997 941-597-8687  
 JOHN H. HARRIS PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)