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Feb 10 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 # V13583 (2)

1. Corporation Name  
WHITNEY COMPANY OF SANTE FE, INC.



Principal Place of Business

505 N. ORLANDO AVENUE  
4TH FLOOR  
COCOA BEACH FL 32931

Mailing Address

505 N. ORLANDO AVENUE  
4TH FLOOR  
COCOA BEACH FL 32931-3186

3. Date Incorporated or Qualified 02/12/1992	3a. Date of Last Report 05/01/1996
4. FEI Number 59-3107185	Applied For Not Applicable
5. Certificate of Status Desired <input 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 21 1800 W. Hibiscus Blvd. Suite, Apt. #, etc. 22 Suite 138 City & State 23 Melbourne, FL Zip 24 32901 Country 25 USA	2a. Mailing Address 26 Post Office Box 1870 Suite, Apt. #, etc. 27 City & State 28 Melbourne, FL Zip 29 32902 Country 30 USA
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9. Name and Address of Current Registered Agent

KIRSCHENBAUM, JACK A.  
505 N. ORLANDO AVENUE  
4TH FLOOR  
COCOA BEACH FL 32931

10. Name and Address of New Registered Agent

81 Name Jack A. Kirschenbaum
82 Street Address (P.O. Box Number is Not Acceptable) 1800 West Hibiscus Boulevard
83 Suite 138
84 City Melbourne
85 Zip Code FL 32901

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

2-4-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DPST WHITNEY, BARBARA 505 N. ORLANDO AVENUE COCOA BEACH FL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	DPST Whitney, Barbara 18 Camino Corvo Santa Fe, New Mexico 87501 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S PEEPLER, JAMES W. III 505 N ORLANDO AVENUE COCOA BEACH FL <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<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 on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jack A. Kirschenbaum

2-4-97

407-727-8100

Date

Daytime Phone #

CR2E034 (9/96)