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May 19 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 # V44179

(2)

1. Corporation Name

GALVESTON RAILWAY, INC.

Principal Place of Business

2805 THOMAS DRIVE
PANAMA CITY BEACH FL 32408
US

Mailing Address

2805 THOMAS DRIVE
PANAMA CITY BEACH FL 32408-6216
US



3. Date Incorporated or Qualified

06/17/1992

3a. Date of Last Report

04/18/1996

2. Principal Place of Business

21

Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26

Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

30

4. FEI Number

74-2479372

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

DURDEN, K. EARL
2805 THOMAS DRIVE
PANAMA CITY FL 32408

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 title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

ST MICHAEL E DURDEN
2805 THOMAS DRIVE
PANAMA CITY BEACH FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

AS D SCOTT HELMS
2805 THOMAS DRIVE
PANAMA CITY BCH FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

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TITLE NAME STREET ADDRESS CITY-ST-ZIP

TITLE NAME STREET ADDRESS CITY-ST-ZIP

13. PRES. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP

K. EARL DURDEN
2805 THOMAS DR
PANAMA CITY BEACH FL 32408

2.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP

2.2 NAME STREET ADDRESS CITY-ST-ZIP

2.3 STREET ADDRESS CITY-ST-ZIP

2.4 CITY-ST-ZIP

3.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP

3.2 NAME STREET ADDRESS CITY-ST-ZIP

3.3 STREET ADDRESS CITY-ST-ZIP

3.4 CITY-ST-ZIP

4.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP

4.2 NAME STREET ADDRESS CITY-ST-ZIP

4.3 STREET ADDRESS CITY-ST-ZIP

4.4 CITY-ST-ZIP

5.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP

5.2 NAME STREET ADDRESS CITY-ST-ZIP

5.3 STREET ADDRESS CITY-ST-ZIP

5.4 CITY-ST-ZIP

6.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP

6.2 NAME STREET ADDRESS CITY-ST-ZIP

6.3 STREET ADDRESS CITY-ST-ZIP

6.4 CITY-ST-ZIP

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, changed, or on an attachment with an address.

SIGNATURE

Signature of Scott Helms 4/28/97 904-220-8331

CR2E034 (9/96)