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**May 06 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 # 018214 (7)
1. Corporation Name
GARDEN OF MEMORIES, INC.



Principal Place of Business Mailing Address
**1201 SOUTH ORLANDO AVENUE, SUITE 365
WINTER PARK FL 32789** **1201 SOUTH ORLANDO AVENUE, SUITE 365
WINTER PARK FL 32789-7107**

3. Date Incorporated or Qualified **10/14/1937** 3a. Date of Last Report **05/01/1996**

21	2. Principal Place of Business	26	2a. Mailing Address	4.	FEI Number	Applied For
	Suite, Apt. #, etc		Suite, Apt. #, etc.		59-0259432	Not Applicable
22	City & State	27	City & State	5.	Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Zip	6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
	Country		Country			
24	25	29	30	8.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
KNOPKE, RAYMOND C 1201 SOUTH ORLANDO AVENUE SUITE 365 WINTER PARK FL 32789				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	P/AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	PANTER, MARK A			1.2 NAME	Keenan L. Knopke		
STREET ADDRESS	4207 E. LAKE AVE			1.3 STREET ADDRESS	1201 S. Orlando Ave., # 365		
CITY-ST-ZIP	TAMPA FL 33610			1.4 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE	VT	<input type="checkbox"/> DELETE		2.1 TITLE	T	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MATASAVAGE, FRANK L			2.2 NAME	Frank L. Matasavage		
STREET ADDRESS	2400 HARRELL RD			2.3 STREET ADDRESS	1201 S. Orlando Ave., # 365		
CITY-ST-ZIP	ORLANDO FL			2.4 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE	V	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	VP/AS/D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	SAGARO, JUAN J			3.2 NAME	Brent F. Heffron		
STREET ADDRESS	4207 E LAKE AVE			3.3 STREET ADDRESS	1201 S. Orlando Ave., # 365		
CITY-ST-ZIP	TAMPA FL			3.4 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE	SV	<input type="checkbox"/> DELETE		4.1 TITLE	S	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	OLVEY, CORINNE I			4.2 NAME	Corinne I. Olvey		
STREET ADDRESS	1201 S ORLANDO AVE, #365			4.3 STREET ADDRESS	1201 S. Orlando Ave., # 365		
CITY-ST-ZIP	WINTER PARK FL			4.4 CITY-ST-ZIP	Winter Park, FL 32789		
TITLE	AS	<input type="checkbox"/> DELETE		5.1 TITLE	D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	PATRON, RONALD H			5.2 NAME	William E. Rowe		
STREET ADDRESS	110 VETERANS BLVD			5.3 STREET ADDRESS	110 Veterans Memorial Blvd.		
CITY-ST-ZIP	METAIRIE LA			5.4 CITY-ST-ZIP	Metairie, LA 70005		
TITLE	AS	<input type="checkbox"/> DELETE		6.1 TITLE	D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	BUDDE, KENNETH C			6.2 NAME	Joseph P. Henican III		
STREET ADDRESS	110 VETERANS BLVD			6.3 STREET ADDRESS	110 Veterans Memorial Blvd.		
CITY-ST-ZIP	METAIRIE LA			6.4 CITY-ST-ZIP	Metairie, LA 70005		

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: *Corinne I. Olvey* **SIGNATURE REQUIRED**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Corinne I. Olvey
4/28/97 407/740-7000

CR2E034 (9/96)

GARDEN OF MEMORIES, INC.

BLOCK 13 - CONTINUED - ADDITIONS/CHANGES TO THE OFFICERS LISTED IN BLOCK 12

The following are additional Officer(s) of this corporation as space was not available in Block 13 of the original form completed:

D	Mark Curry, Jr. 4207 E. Lake Avenue Tampa, FL 33610	ADDITION
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