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Jan 29 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 # 432851 (4)
1. Corporation Name
SOUTH KEY REST CORP



Principal Place of Business: 1010 SEAWANE DRIVE, HEWLETT HARBOR NY 11557-2804
Mailing Address: 1010 SEAWANE DRIVE, HEWLETT HARBOR NY 11557-2804

3. Date Incorporated or Qualified: 08/15/1973
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields. Includes sub-fields for Suite, City & State, Zip, and Country.

4. FEI Number: 11-2374051
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$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
GUZZONE, SAL M
C/O CAMPBELL & ROSEMURRAY REAL ESTATE
1233 E. HILLSBORO BLVD.
DEERFIELD BEACH FL 33441

10. Name and Address of New Registered Agent (81-85) fields.

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: _____

Table 12: OFFICERS AND DIRECTORS. Columns for Title, Name, Street Address, City-ST-ZIP. Includes entries for PD SCHLUSSEL, LEONARD and DT SCHLUSSEL, IRVING.

Table 13: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns for Title, Name, Street Address, City-ST-ZIP. Includes checkboxes for Change and 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 of Leonard Schlusssel)
1/21/97 212-925-5600

CR2E034 (9/96)