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**Apr 02 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # G96840 (5)

1. Corporation Name
PACE ISLAND, INC.

Principal Place of Business 1733 PACE ISLAND TRACE ORANGE PARK FL 32073	Mailing Address 1733 PACE ISLAND TRACE ORANGE PARK FL 32073-7035
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 04/18/1984	3a. Date of Last Report 02/13/1996
4. FEI Number 59-2398490	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	

9. Name and Address of Current Registered Agent

**KENNETH M. KEEFE, JR.
50 N. LAURA STREET, SUITE 3300
JACKSONVILLE 32202**

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	DPS	<input type="checkbox"/> DELETE
NAME	PACE, JOHN JR.	
STREET ADDRESS	MOCCASIN SLOUGH	
CITY-ST-ZIP	ORANGE PARK FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PACE, GUSSIE B.	
STREET ADDRESS	MOCCASIN SLOUGH	
CITY-ST-ZIP	ORANGE PARK FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	WOOD, SUSAN D	
STREET ADDRESS	1733 PACE ISLAND TRACE	
CITY-ST-ZIP	ORANGE PARK FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KEEFE, KENNETH M	
STREET ADDRESS	50 NORTH LAURA STREET	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MIXON, BEN W	
STREET ADDRESS	1733 PACE ISLAND TRACE	
CITY-ST-ZIP	ORANGE PARK FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	HARRISON, MELVIN R.	
1.3 STREET ADDRESS	1733 PACE ISLAND TRACE	
1.4 CITY-ST-ZIP	ORANGE PARK FL 32073	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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 if changed, or on an attachment with an address.

SIGNATURE: *Sandra B. Mortham* 3-10-97

CR2E034 (9/96)