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FILED
May 07 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morth
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P95000088607 (3)

1. Corporation Name
TALL PINES RANCH & RESORT, INC.



Principal Place of Business
6770 SR 207 ELKTON FL 32033 US

Mailing Address
POST OFFICE BOX 182 HASTINGS FL 32145-0182

3. Date Incorporated or Qualified
11/15/1995

3a. Date of Last Report
05/01/1996

4. FEI Number
59-3363007

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

2. Principal Place of Business

21. Suite, Apt. #, etc.

22. City & State

23. Zip

24. Country

25. Country

2a. Mailing Address

26. Suite, Apt. #, etc.

27. City & State

28. Zip

29. Country

30. Country

9. Name and Address of Current Registered Agent
VIRGIA, JOSEPH
6770 SR 207
ELKTON FL 32033

10. Name and Address of New Registered Agent

1. Name

2. Street Address (P.O. Box Number is Not Acceptable)

3. City

4. 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 _____ (NOTE: Registered agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DT	<input type="checkbox"/> DELETE
NAME	VIRGIA, VIVIAN	
STREET ADDRESS	6770 SR 207	
CITY-ST-ZIP	ELKTON FL	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	VIRGA, JOSEPH	
STREET ADDRESS	6770 SR 207	
CITY-ST-ZIP	ELKTON FL	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	MILMAN, MARJORIE	
STREET ADDRESS	45 A COUNTRY DRIVE EAST	
CITY-ST-ZIP	STANTON NY	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	KEREKES, CHERYL	
STREET ADDRESS	622 TOWN COLONY DR	
CITY-ST-ZIP	MIDDLE TOWN CT 06457	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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. Morth*
 SIGNATURE AND ADDRESS OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____
 Date _____ Daytime Phone: 0027669

CR2E034 (9/96)