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**May 08 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 # 371143 (9)
1. Corporation Name
MARSHALL GRANT ORCHESTRAS, INC.



Principal Place of Business: 1750 NORTH FLORIDA MANGO ROAD, SUITE 408 WEST PALM BEACH FL 33409-5214
Mailing Address: 408 C/O ROBERT S. LEVY 1655 PALM BEACH LAKES BLVD. SUITE 502 WEST PALM BEACH FL 33401-2288 US

3. Date Incorporated or Qualified: 10/13/1970
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-1313727
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

2. Principal Place of Business: 21 1750 No. Florida Mango
22 Suite, Apt. #, etc.: 408
23 City & State: West Palm Beach, FL
24 Zip: 33409- Country: USA

9. Name and Address of Current Registered Agent: ROBERT S. LEVY SUITE 502, THE FORUM 1655 PALM BEACH LAKES BLVD WEST PALM BEACH FL 33401

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 83, 84 City, 85 Zip Code (FL)

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	PTD	<input checked="" type="checkbox"/> DELETE
NAME	GRANT, DOLORES	
STREET ADDRESS	135 GREGORY PL	
CITY-ST-ZIP	WEST PALM BEACH FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BAKER, MARLENE	
STREET ADDRESS	1655 PALM BEACH LAKES BOULEVARD	
CITY-ST-ZIP	WEST PALM BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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	PTD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GRANT, Cameron W.	
1.3 STREET ADDRESS	2234 Star Trail	
1.4 CITY-ST-ZIP	Clermont, FL 34711	
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, unchanged, or on an attachment with an address.

SIGNATURE: *Cameron W. Grant* President 4/23/97 561/ 686-7000
Cameron W. Grant, President Date Daytime Phone #

CR2E034 (9/96)