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Jan 14 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 # 583875 (0)

1. Corporation Name
HOLDING & MANAGEMENT, INC.



Principal Place of Business: 551 S.E. 8TH ST. SUITE 503 DELRAY BEACH FL 33483 US
Mailing Address: P.O. BOX 790 DELRAY BCH. FL 33447-0790

3. Date Incorporated or Qualified: 08/31/1978
3a. Date of Last Report: 01/23/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields with sub-questions for FEI Number, Certificate of Status Desired, and Election Campaign Financing.

9. Name and Address of Current Registered Agent (PERRY, MARK A ESQ.) and 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: [Signature] (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS (PTD THERIEN, JOHN; VSD BLUM, THOMAS R) and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (1.1-6.4) table.

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] John Therien 1-6-97 407-278-0356

CR2E034 (9/96)