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FILED

**Feb 07 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 # K07108 (9)
1. Corporation Name
VENTURE CIRCLE WAREHOUSES, INC.



Principal Place of Business Mailing Address
501 E. JACKSON ST ORLANDO FL 32801 **501 E. JACKSON ST ORLANDO FL 32801-2859**

3. Date Incorporated or Qualified **12/14/1987** 3a. Date of Last Report **04/15/1996**
4. FEI Number **59-2965341** 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 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**SCHIEFERDECKER, HOWARD A
501 E JACKSON ST
FIRST FLOOR
ORLANDO FL 32801**

10. Name and Address of New Registered Agent
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City **FL** B5 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	D	<input type="checkbox"/> DELETE
NAME	SCHIEFERDECKER, HOWARD.	
STREET ADDRESS	501 E. JACKSON ST	
CITY - ST - ZIP	ORLANDO FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BOLEN, JAMES L.	
STREET ADDRESS	501 E. JACKSON ST	
CITY - ST - ZIP	ORLANDO FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BUTLER, GAY	
STREET ADDRESS	501 E. JACKSON ST	
CITY - ST - ZIP	ORLANDO FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KIMBROUGH, ORMAN L., JR	
STREET ADDRESS	238 S. LUCRENE CIRCLE	
CITY - ST - ZIP	ORLANDO FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MYLREA, BRUCE	
STREET ADDRESS	608 E. CENTRAL AVE	
CITY - ST - ZIP	ORLANDO FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	THORNTON, ROBERT	
STREET ADDRESS	501 E. JACKSON ST	
CITY - ST - ZIP	ORLANDO FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY - ST - ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: _____ **SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR**

1/30/97 (407) 843-1862
Date Daytime Phone #

CR2E034 (9/96)