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FILED

**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 # K33842 (1)
1. Corporation Name
ARSI HOLDINGS, INC.



Principal Place of Business
**250 TAMPA AVE W.
VENICE FL 34285**

Mailing Address
**250 TAMPA AVE W.
VENICE FL 34285-1729**

3. Date Incorporated or Qualified
09/23/1988

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

4. FEI Number
65-0072188

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 Country

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9. Name and Address of Current Registered Agent

**CALDWELL, ROLAND G., JR
250 TAMPA AVE W.
VENICE FL 34285**

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CPD	<input checked="" type="checkbox"/> DELETE
NAME	CALDWELL, ROLAND G.	
STREET ADDRESS	250 TAMPA AVE W.	
CITY-ST-ZIP	VENICE FL	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	CALDWELL, ANNETTE K.	
STREET ADDRESS	250 TAMPA AVE W.	
CITY-ST-ZIP	VENICE FL	
TITLE	OTD	<input type="checkbox"/> DELETE
NAME	CALDWELL, ROLAND G., JR	
STREET ADDRESS	250 TAMPA AVE W.	
CITY-ST-ZIP	VENICE FL	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	MARY ANN C. KRAUT	
STREET ADDRESS	428 Palmetto Court	
CITY-ST-ZIP	Venice FL 34285	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Deborah C. Pecheux	
STREET ADDRESS	1911 Oakhurst Parkway	
CITY-ST-ZIP	Sugarland TX 77479	
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 checked="" 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 _____ DATE **2/10/97** (au) 492-3600

CR2E034 (9/96)