

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # **K38925** (9)

1. Corporation Name
BRAZIL RESORTS, INC.



Principal Place of Business	Mailing Address
% DAVID H. CALLEN 111 W. FORTUNE ST. TAMPA FL 33602-3206	% DAVID H. CALLEN 111 W. FORTUNE ST. TAMPA FL 33602-3206

3. Date Incorporated or Qualified 10/13/1988	3a. Date of Last Report 05/01/1995
--	--

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-2918997	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
21	26			
Suite, Apt. #, etc.	Suite, Apt. #, etc.			
22	27	5. Certificate of Status Desired	<input type="checkbox"/>	\$8.75 Additional Fee Required
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>	\$5.00 May Be Added to Fees
23	28			
Zip	Country	Zip	Country	
24	25	29	30	
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CALLEN, DAVID H.
111 W. FORTUNE S T.
TAMPA FL 33602**

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1. 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALLEN, ROBINSON	1. 2 NAME	
STREET ADDRESS	111 W. FORTUNE ST.	1. 3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL	1. 4 CITY - ST - ZIP	
TITLE	DP <input type="checkbox"/> DELETE	2. 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALLEN, DAVID H.	2. 2 NAME	
STREET ADDRESS	111 W. FORTUNE ST.	2. 3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL	2. 4 CITY - ST - ZIP	
TITLE	DV <input type="checkbox"/> DELETE	3. 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALLEN, CLAIRE	3. 2 NAME	
STREET ADDRESS	111 W. FORTUNE ST.	3. 3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL	3. 4 CITY - ST - ZIP	
TITLE	DS <input type="checkbox"/> DELETE	4. 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALLEN, TARQUIN	4. 2 NAME	
STREET ADDRESS	111 W. FORTUNE ST.	4. 3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL	4. 4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5. 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5. 2 NAME	
STREET ADDRESS		5. 3 STREET ADDRESS	
CITY - ST - ZIP		5. 4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6. 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6. 2 NAME	
STREET ADDRESS		6. 3 STREET ADDRESS	
CITY - ST - ZIP		6. 4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *David H. Callen* **David H. Callen** 4/4/96 (813) 229-8686
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)