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May 01 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 # P93000010408 (1)

NO 4/10/97

1. Corporation Name
~~ALL STAR INSURANCE II, INC.~~
ALL STAR Insurance, South East Hillsborough, Inc



Principal Place of Business
7425 U.S. HWY 301 S.
RIVERVIEW FL 33569
US

Mailing Address
P.O. BOX 1547
RIVERVIEW FL 33566-1547
US
P.O. Box 550
Gibsonton, FL. 33534

3. Date Incorporated or Qualified 02/05/1993
3a. Date of Last Report 05/21/1996
4. FEI Number 59-3165485
Applied For Not Applicable
6. 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 21 Suite, Apt. #, etc.
22 22 City & State
23 23 Zip Country
24 24 25 25 29 29 30 30

2a. Mailing Address
26 26 P.O. Box 550
27 27 Suite, Apt. #, etc.
28 28 City & State
29 29 Zip Country

9. Name and Address of Current Registered Agent
~~STEEL CONSTANCE C
800 DAPHNE DR.
BRANDON FL 33510~~

10. Name and Address of New Registered Agent
81 Name Barry J. Beard
82 Street Address (P.O. Box Number is Not Acceptable) 3709 Sand Pebble Drive
83
84 City Valrico FL 85 Zip Code 33594

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]* Barry J. Beard 04/25/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	STEEL, CONSTANCE C	
STREET ADDRESS	800 DAPHNE DR.	
CITY-ST-ZIP	BRANDON FL 33510	
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 checked="" type="checkbox"/> Addition
1.2 NAME	Barry J. Beard	
1.3 STREET ADDRESS	3709 Sand Pebble Drive	
1.4 CITY-ST-ZIP	Valrico, FL. 33594	
2.1 TITLE	VSD	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Craig L. Duncan	
2.3 STREET ADDRESS	1228 50th St. E.	
2.4 CITY-ST-ZIP	Bradenton, FL. 34208	
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	500002164965	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	-05/05/97--01008--028	
5.3 STREET ADDRESS	***8.75	
5.4 CITY-ST-ZIP		
6.1 TITLE	600002164965	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	-05/05/97--01008--029	
6.3 STREET ADDRESS	***165.00	
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]

04/25/97

CR2E034 (9/96)