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FILED
Jan 24 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 # P94000011981 (5)

1. Corporation Name
SP DISCOUNT, INC.



Principal Place of Business Mailing Address
310 MILWAUKEE AVE. **310 MILWAUKEE AVE.**
ORANGE PARK FL 32043 **ORANGE PARK FL 32073-5536**

3. Date Incorporated or Qualified 3a. Date of Last Report
02/09/1994 **01/26/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		59-3234366		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23		28		24		25	
Zip		Country		29		30	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CHAY, SEAN 292 FKEMING DR. GREENCOVE SPRINGS FL 32043				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, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP CHAY, SEAN 292 FLEMING DR. GREEN COVE SPRINGS FL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VP TAING, SITHA 292 FLEMING DR GREEN COVE SPG FL	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Sitha Taing	2.2 NAME	
STREET ADDRESS	2427 Stockton Dr.	2.3 STREET ADDRESS	
CITY-ST-ZIP	Green Cove Spg Fl	2.4 CITY-ST-ZIP	
TITLE	S NGAN, SOKON T 292 FLEMING DR GREEN COVE SPGS FL	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NGAN Sokontha	3.2 NAME	
STREET ADDRESS	2427 Stockton Dr.	3.3 STREET ADDRESS	
CITY-ST-ZIP	Green Cove Spgs, Fl	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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		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 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]* *[Signature]* 1-16-97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)