

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Jul 18 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000015535 (5)
 1. Corporation Name
ACTION MORTGAGE & FINANCIAL CORP.



Principal Place of Business 8324 SW 8TH ST SUITE 201 MIAMI FL 33144 US	Mailing Address 8324 SW 8TH ST SUITE 201 MIAMI FL 33144 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 8324 S.W. 8 street Suite, Apt. #, etc. - NONE - City & State MIAMI, FL Zip 33144 Country USA		2a. Mailing Address 26 8324 S.W. 8 ST. Suite, Apt. #, etc. - NONE - City & State MIAMI, FL Zip 33144 Country USA		3. Date Incorporated or Qualified 02/23/1994	3a. Date of Last Report 04/19/1996
4. FEI Number 65-0498156		Applied For <input type="checkbox"/> Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent
CAGLE, PETER B
7211 S.W. 62 AVENUE
SUITE 201
SOUTH MIAMI FL 33143

10. Name and Address of New Registered Agent
 1 Name **JEFFREY MASON**
 2 Street Address (P.O. Box Number is Not Acceptable) **PROMPT TECH, INC**
 3 **3918 N.W. 167 STREET**
 4 City **MIAMI** 5 FL 65 Zip Code **33054**

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]* DATE **7/15/97**

12. OFFICERS AND DIRECTORS

TITLE	PSTD	<input type="checkbox"/> DELETE
NAME	WITLIN, PETER J.	
STREET ADDRESS	8324 S.W. 8TH STREET	
CITY - ST - ZIP	SOUTH MIAMI FL	
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		
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 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 in an attachment with an address.

SIGNATURE *[Signature]* DATE **7/15/97**

CR2E034 (4/97)