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FILED
May 15 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 # P94000042378 (7)

1. Corporation Name
DIRK, BILL & GARY XI, INC.



Principal Place of Business: **7280 HAWKSNEST BLVD. ORLANDO FL 32835**
 Mailing Address: **C/O CHRISTOPHER C. BROCKMAN, ESO PO BOX 633 ORLANDO FL 32902-0633 US**

3. Date Incorporated or Qualified: **06/07/1994** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **59-3278284** Applied For: Not Applicable:
 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 **24** Country **25**
 2a. Mailing Address: **26** Suite, Apt. #, etc. **27** City & State **28** Zip **29** Country **30**

9. Name and Address of Current Registered Agent
**PRENTICE HALL CORPORATION SYSTEM
 1201 HAYS ST.
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **85** Zip Code **FL**

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	VD	<input type="checkbox"/> DELETE
NAME	TAYLOR, ROBERT D	
STREET ADDRESS	3200 N. FEDERAL HWY. STE. 201	
CITY - ST - ZIP	FT. LAUDERDALE FL 33308	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	FARROW, DIRK	
STREET ADDRESS	7280 HAWKSNEST BLVD.	
CITY - ST - ZIP	ORLANDO FL 32835	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	NOLAN, GARY	
STREET ADDRESS	239 N. HARBOR DR.	
CITY - ST - ZIP	REDONDO BEACH FL 90277	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	ROCKER, WALTER	
STREET ADDRESS	301 CARRIAGE WAY	
CITY - ST - ZIP	EATON GA 31024	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROCKER, WILLIAM G	
STREET ADDRESS	409 MAIDEN LANE	
CITY - ST - ZIP	SPARTA GA 31087	
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 on an attachment with an address.

SIGNATURE: *D. S. Farrow* 4/25/97 1-800-516-1587
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)