

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.)

10fz

PROFIT CORPORATION ANNUAL REPORT 1997



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

FILED

97 AUG -5 AM 9:10

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



DOCUMENT # P96000001729 (8)

1. Corporation Name
PHOENIX ART GROUP, INC.

Principal Place of Business
**12445 62ND STREET N #303
 LARGO FL 34643**

Mailing Address
**12445 62ND STREET N #303
 LARGO FL 34643**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip
33773

Country

28 Zip
33773

Country

3. Date Incorporated or Qualified

3a. Date of Last Report

01/02/1996

4. FEI Number

Applied For

59-3355846

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**AUSBORN, ROBERT
 12445 62ND STREET N #303
 LARGO FL 34643**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code
33723

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, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

7/28/97
 DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
 NAME **D AUSBORN, ROBERT**
 STREET ADDRESS **2971 BONAVENTURE CT**
 CITY-ST-ZIP **PALM HARBOR FL 34684**

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

200002262442--1
-08/08/97--01142--008
*****165.00 ***165.00**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change 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

SIGNATURE REQUIRED

7/28/97

813-529-8366

CR2E034 (4/97)

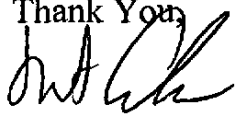
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**Phoenix Art Group
12445 62nd Street North
Suite 303
Largo, FL 33773
(813) 539-8366
(813) 532-8619 Fax**

July 30, 1997

To whom it may concern:

This letter is in regards to the filing of Phoenix Art Group's 1997 Profit Corporation Annual Report. We have received a second notice without ever receiving a first notice. Because there are two companies at this location and the other company received no first notice as well, we feel there must have been an error in the delivery of the first notice. We feel that Phoenix Art Group should not be penalized for this. Please consider this situation.

Thank You

Robert Ausborn
President