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Jun 03 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 # P96000018228 (2)

1. Corporation Name

VENUS & MARS, INC.

Principal Place of Business

922 HWY 98 EAST
DESTIN FL 32541

Mailing Address

922 HWY 98 EAST
DESTIN FL 32541-2806

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

MATTHEWS, DANA C
807 HWY 98 E
DESTIN FL 32541

81 Name

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

83

84 City

FL

85 Zip Code

3. Date Incorporated or Qualified

02/23/1996

3a. Date of Last Report

4. FCI Number

59-3369635

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

10. Name and Address of New Registered Agent

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 fee, if applicable

(NOTE: Registered Agent signature required when indicating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

President
James K. Ball
1131 Bay ct
Destin FL 32541

TITLE NAME STREET ADDRESS CITY-ST-ZIP

Secretary
Tracy S. Outzen
289 Stahlman ave
Destin FL 32541

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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE 12 NAME

13 STREET ADDRESS 14 CITY-ST-ZIP

15 TITLE 16 NAME

17 STREET ADDRESS 18 CITY-ST-ZIP

19 TITLE 20 NAME

21 STREET ADDRESS 22 CITY-ST-ZIP

23 TITLE 24 NAME

25 STREET ADDRESS 26 CITY-ST-ZIP

27 TITLE 28 NAME

29 STREET ADDRESS 30 CITY-ST-ZIP

31 TITLE 32 NAME

33 STREET ADDRESS 34 CITY-ST-ZIP

35 TITLE 36 NAME

37 STREET ADDRESS 38 CITY-ST-ZIP

39 TITLE 40 NAME

41 STREET ADDRESS 42 CITY-ST-ZIP

43 TITLE 44 NAME

45 STREET ADDRESS 46 CITY-ST-ZIP

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49 STREET ADDRESS 50 CITY-ST-ZIP

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53 STREET ADDRESS 54 CITY-ST-ZIP

55 TITLE 56 NAME

57 STREET ADDRESS 58 CITY-ST-ZIP

59 TITLE 60 NAME

61 STREET ADDRESS 62 CITY-ST-ZIP

63 TITLE 64 NAME

65 STREET ADDRESS 66 CITY-ST-ZIP

67 TITLE 68 NAME

69 STREET ADDRESS 70 CITY-ST-ZIP

71 TITLE 72 NAME

73 STREET ADDRESS 74 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: [Signatures]

CR2E034 (9/96)