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Apr 11 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 # P96000026501 (2)

1. Corporation Name
ART'S BOOK WORLD, INC.



Principal Place of Business Mailing Address
3713 49TH STREET NO. 6822-22ND AVE. N. ART'S BOOK WORLD, INC. 4 AV. N.
SUITE 245 - 175 6822 22nd Ave. No. Ste 175
ST. PETERSBURG FL 33710 St. Petersburg, FL 33710
* → New Address

3. Date Incorporated or Qualified 03/21/1996 3a. Date of Last Report 1st one
4. FEI Number 59-3368475 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 2a. Mailing Address
21 6822-22nd AVE. N. 26 6822-22nd Ave. N.
Suite, Apt #, etc. Suite, Apt #, etc.
22 Suite 175 27 Suite 175
City & State City & State
23 St. Petersburg, FL 28 St. Petersburg, FL
Zip Country Zip Country
24 33710 25 USA 29 33710 30 USA

9. Name and Address of Current Registered Agent
FINANCIAL FOUNDATIONS, INC.
1301 SEMINOLE BLVD.
SUITE 155
LARGO FL 34840

10. Name and Address of New Registered Agent
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. 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 Pres. P DELETE
NAME CEO SANDMEYER, VIRGINIA V
STREET ADDRESS 3713 49TH STREET NO., SUITE 245
CITY-ST-ZIP ST. PETERSBURG FL 33710
TITLE V. Pres DELETE
NAME ROSE, ARTHUR R.
STREET ADDRESS 6822, 22nd AVE. N. Suite 175
CITY-ST-ZIP St. Petersburg, FL 33710
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 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 VIRGINIA V. SANDMEYER 3/5/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date 525-4880 0377288

CR2E034 (9/96)