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**May 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P96000065590 (7)

1. Corporation Name
BREITHOFF, INC.



Principal Place of Business
**674 BAYWAY BLVD
CLEARWATER BEACH FL 34630**

Mailing Address
**674 BAYWAY BLVD
CLEARWATER BEACH FL 34630-2601**

3. Date Incorporated or Qualified 08/06/1996	3a. Date of Last Report
4. FEI Number 59-3395006	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt #, etc	26. Suite, Apt #, etc.
22. City & State	27. City & State
23. Zip	28. Country
24. Country	29. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent

**RIKARTS, RENATE E
157-107 AVE
TREASURE ISLAND FL 33706**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
84. State 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	D <input type="checkbox"/> DELETE
NAME	BREITHOFF, SUSANNE
STREET ADDRESS	674 BAYWAY BLVD
CITY - ST - ZIP	CLEARWATER BEACH FL 34630
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	D/P <input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Breithoff, Susanne
1.3 STREET ADDRESS	674 Bayway Blvd.
1.4 CITY - ST - ZIP	Clearwater Beach, FL 34630
2.1 TITLE	VP/S/Tr/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Breithoff, Peter
2.3 STREET ADDRESS	674 Bayway Blvd.
2.4 CITY - ST - ZIP	Clearwater Beach, FL 34630
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: *Susanne Breithoff* **4/30/97** DATE

CR2E034 (9/96)