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**May 05 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 # P96000067386 (8)

1. Corporation Name
ORTHODONTIX, INC.



Principal Place of Business

**9920 S.W. 129TH STREET
MIAMI FL 33176**

Mailing Address

**9920 S.W. 129TH STREET
MIAMI FL 33176-5640**

3. Date Incorporated or Qualified
08/14/1996

3a. Date of Last Report

2. Principal Place of Business

21 **2222 Ponce de Leon Blvd.**
Suite, Apt. #, etc.

22 **Penthouse Suite**

City & State

23 **Coral Gables, FL**

24 Zip **33134**

25 Country **USA**

2a. Mailing Address

27 **2222 Ponce de Leon Blvd.**
Suite, Apt. #, etc.

27 **Penthouse Suite**

City & State

28 **Coral Gables, FL**

29 Zip **33134**

30 Country **USA**

4. FEI Number
65-0695655

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

9. Name and Address of Current Registered Agent

**BERMAN WOLFE & RENNERT, P.A.
100 S.E. SECOND ST.
35TH FLOOR
MIAMI FL 33131-2130**

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

11 TITLE Change Addition
12 NAME **D Steve Dresnick**
13 STREET ADDRESS **6855 South Red Road**
14 CITY-ST-ZIP **Coral Gables, FL 33143**

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

21 TITLE Change Addition
22 NAME **M Frank W. Guilford, Jr.**
23 STREET ADDRESS **2222 Ponce de Leon Blvd., Penthouse**
24 CITY-ST-ZIP **Coral Gables, Florida 33134**

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

31 TITLE Change Addition
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

41 TITLE Change Addition
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

51 TITLE Change Addition
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

61 TITLE Change Addition
62 NAME
63 STREET ADDRESS
64 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

Frank W. Guilford, Jr. 4/21/97 (305) 446-

CR2E034 (9/96)