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Mar 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P97000076213 (2)
 1. Corporation Name
DISC-US BOOKS, INC.



Principal Place of Business Mailing Address
3800 S. TAMiami TRL., STE. 18 **3800 S. TAMiami TRL., STE. 18**
SARASOTA FL 34239 **SARASOTA FL 34239**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		09/03/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		65-0780817	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
TRUPIN, ELIZABETH 3800 S. TAMiami TRL., STE. 18 SARASOTA FL 34239				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL			

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: *Elizabeth Trupin* DATE: *2/18/98*

Signature, typed or printed name of registered agent, or title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	PRESIDENT	JAMES E. TRUPIN	124 E. 84th STREET APT. 4A				
		NEW YORK, NY 10028					
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
	SECRETARY AND TREASURER	ELIZABETH TRUPIN	3800 S. TAMiami TR., STE. 18				
		SARASOTA, FL 34239					
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

14. I 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: *Elizabeth Trupin* DATE: *2/18/98* *941-364-9285*

CFR2E034 (10/97)