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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 # S67274 (8)
1. Corporation Name
TRAVEL ENTERPRISES, INC.



Principal Place of Business: 20800 CHAGRIN BLVD SUITE 1100 CLEVELAND OH 44122 US

Mailing Address: 20800 CHAGRIN BLVD SUITE 1100 CLEVELAND OH 44122-5334 US

2. Principal Place of Business (21-23)
2a. Mailing Address (26-30)

3. Date Incorporated or Qualified: 07/17/1991
3a. Date of Last Report: 02/27/1996

4. FEI Number: 59-3075342

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
**GARMON, DENNIS
3157 GREENWOOD ST
WINTER PARK FL 32792**

10. Name and Address of New Registered Agent (81-85)

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	GARMON, DENNIS	
STREET ADDRESS	20800 CHAGRIN BLVD SUITE 1100	
CITY-ST-ZIP	CLEVELAND OH	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BARRETT, TRACEY L.	
STREET ADDRESS	969 VINE RIDGE RUN	
CITY-ST-ZIP	ALTAMONTE SPRINGS FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GOTTLIEB, JOSHUA	
STREET ADDRESS	20800 CHAGRIN BLVD #1100	
CITY-ST-ZIP	CLEVELAND OH	
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	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	3157 Greenwood St.
1.4 CITY-ST-ZIP	Winter Park, FL 32792
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	20800 Chagrin Blvd # 1100
2.4 CITY-ST-ZIP	Cleveland, Ohio 44122
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: Lacey Barnett 3/31/97 2162839901

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)