FILE NOW: FILING FEE AFTER MAY 1 IS $225.00.

PROFIT CORPORATION ANNUAL REPORT 1996

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

DOCUMENT # S80097

1. Corporation Name
Arizona Resources Industries, Inc.

Principal Place of Business | Mailing Address

3. Date Incorporated or Qualified: 09/13/91	3a. Date of Last Report: 1995
4. FEI Number: 65-0366388	Applied For / Not Applicable
5. Certificate of Status Desired: [X]	$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 [X] No	

2. Principal Place of Business
21 1080,700 4th Ave. S.W.
Suite, Apt. #, etc.
22
City & State
23 Calgary, Alberta
Zip 24 T2P 3J4 Country 25 Canada

2a. Mailing Address
26 P.O. Box 2369
Suite, Apt. #, etc.
27
City & State
28 Palos Verdes Peninsula, CA
Zip 29 90274 Country 30 US

9. Name and Address of Current Registered Agent
Lee Shackelford
3500 Gault Ocean Drive
Suite 302
Ft. Lauderdale, FL 33308

10. Name and Address of New Registered Agent
81 Name: CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable): 1200 South Pine Island Road
83
84 City: Plantation FL 85 Zip Code: 33324

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: M. T. Fitzpatrick M. T. FITZPATRICK, ASST. SECY. 7/25/96
(Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	President/Director	[X] DELETE
NAME	Lee Shackelford	
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		
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	President/Director	[ ] Change [X] Addition
1.2 NAME	Walter B. Ruck	
1.3 STREET ADDRESS	1080.700 4th Ave. S.W.	
1.4 CITY-ST-ZIP	Calgary, Alberta T2P 3J4 Canada	
2.1 TITLE	~~Treasurer~~	[ ] Change [X] Addition
2.2 NAME	~~Robert E. Gove~~	
2.3 STREET ADDRESS	~~P.O. Box 2369~~	
2.4 CITY-ST-ZIP	~~Palos Verdes Peninsula, CA 90274~~	
3.1 TITLE	Secretary/Director	[ ] Change [X] Addition
3.2 NAME	Herbert M. Brugh	
3.3 STREET ADDRESS	24491 Jeronimo LAne	
3.4 CITY-ST-ZIP	Lake Forest, CA 92620	
4.1 TITLE	Director	[ ] Change [X] Addition
4.2 NAME	James C. Pietsch	
4.3 STREET ADDRESS	350 W. Arden Ave. Suite 208	
4.4 CITY-ST-ZIP	GlendaLE, CA 91203	
5.1 TITLE	300001927553	[ ] Change [ ] Addition
5.2 NAME	-08/20/96--01163--032	
5.3 STREET ADDRESS	***233.75	
5.4 CITY-ST-ZIP		
6.1 TITLE	Treasurer	[ ] Change [ ] Addition
6.2 NAME	Robert E. Gove	
6.3 STREET ADDRESS	8 Gaucho Dr.	
6.4 CITY-ST-ZIP	Rolling Hills Estates, CA 90274	

CR2E034 (12/95)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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] Treasurer 7/24/96 (310) 831-9285
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

8/20/96