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**May 15 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 # 129560 (9)
1. Corporation Name
FIDELIS CORPORATION



Principal Place of Business: **INTERNATIONAL PLACE SUITE 2370: 100 SE 2 STREET MIAMI FL 33131-2145 US**
Mailing Address: **INTERNATIONAL PLACE SUITE 2370 100 SE 2ND STREET MIAMI FL 33131-2100 US**

3. Date Incorporated or Qualified: **10/08/1934** 3a. Date of Last Report: **04/23/1996**
4. FEI Number: **59-0241300** 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

2. Principal Place of Business: **21 NATIONS BANK TOWER, SUITE 2370** Suite, Apt. #, etc.: **100 SE 2 STREET** City & State: **MIAMI FL**
2a. Mailing Address: **26 NATIONS BANK TOWER, SUITE 2370** Suite, Apt. #, etc.: **100 SE 2 STREET** City & State: **MIAMI FL**
24. Zip: **33131-2145** Country: **USA** 29. Zip: **33131-2145** Country: **USA**

9. Name and Address of Current Registered Agent

**RICKARD, BARBARA A
INTERNATIONAL PLACE, SUITE 2370
100 SE 2 STREET
MIAMI FL 33131**

10. Name and Address of New Registered Agent
81 Name: _____
82 Street Address (P.O. Box Number is Not Acceptable): **NATIONS BANK TOWER, SUITE 2370**
83 **100 SE 2 STREET**
84 City: **MIAMI** 85 Zip Code: **FL 33131-2145**

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 re-registering) (DATE) _____

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	HEMMINGS, ARUTHUR I	
STREET ADDRESS	2582 S E 7 COURT	
CITY-ST-ZIP	HOMESTEAD FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	RICKARD, BARBARA A	
STREET ADDRESS	100 SE 2 STREET, SUITE 2370	
CITY-ST-ZIP	MIAMI, FLORIDA 00000	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BARR, SAMUEL L. JR.	
STREET ADDRESS	800 BRICKELL AVENUE 19TH FLOOR	
CITY-ST-ZIP	MIAMI FL	
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

11 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	HEMMINGS, ARTHUR I	
13 STREET ADDRESS		
14 CITY-ST-ZIP	HOMESTEAD FL 33033-5210	
21 TITLE	STD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP	MIAMI FL 33131-2145	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
31 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME		
33 STREET ADDRESS	10 MARBELLA CT HAMMOCK DUNES	
34 CITY-ST-ZIP	PALM COAST FL 32137	
41 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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 _____

CR2E034 (9/96)