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Jan 28 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 # 320862 (6)

1. Corporation Name
SABRE HOLDING CORP.

Principal Place of Business
639 E. OCEAN AVE., SUITE 306
BOYNTON BCH FL 33435
US

Mailing Address
639 E. OCEAN AVE.
SUITE 306
BOYNTON BEACH FL 33435-5015
US



3. Date Incorporated or Qualified 09/06/1967
3a. Date of Last Report 02/08/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 639 E Ocean Ave	26	59-1109074	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22 Suite 306	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23 Boynton Bch FL	28	<input type="checkbox"/>	
Zip	Country	29	30
24 33435	25 US	29	30

9. Name and Address of Current Registered Agent

LEE, JOSEPH L
1100 S FEDERAL HWY
BOYNTON BEACH FL 33435

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstalling)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEE, JOSEPH L	1.2 NAME	
STREET ADDRESS	639 E. OCEAN AVE., SUITE 306	1.3 STREET ADDRESS	
CITY - ST - ZIP	BOYNTON BEACH FL	1.4 CITY - ST - ZIP	
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEE, VIRGINIA E	2.2 NAME	
STREET ADDRESS	639 E. OCEAN AVE., SUITE 306	2.3 STREET ADDRESS	
CITY - ST - ZIP	BOYNTON BEACH FL	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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)(l), 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: Virginia E. Lee Virginia E Lee, Secy 1/17/97 561-732-2421
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)