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FILED
May 09 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 # 388446

(7)

1. Corporation Name

MASS MOTIVATORS, INC.

Principal Place of Business

7145 S.W. 95TH ST.
P.O. BOX 1027
MIAMI FL 33156

Mailing Address

7145 S.W. 95TH ST.
P.O. BOX 1027
MIAMI FL 33156-3036

3. Date Incorporated or Qualified

09/16/1971

3a. Date of Last Report

08/09/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

4. FEI Number

59-1360976

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

9. Name and Address of Current Registered Agent

PADULA, MICHAEL J.
1177 S.E. THIRD AVE.
FT. LAUDERDALE FL 33316

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

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 PTD
NAME CARLON, TED
STREET ADDRESS 7145 S.W. 95TH ST.
CITY-ST-ZIP MIAMI FL

TITLE SDV
NAME CARLON, LEE
STREET ADDRESS 12616 PEMBROKE CIRCLE
CITY-ST-ZIP CARMEL IN

TITLE TDV
NAME CARLON, TED, JR.
STREET ADDRESS 7145 S.W. 95TH ST.
CITY-ST-ZIP MIAMI FL

TITLE VD
NAME CARLON, JERRY
STREET ADDRESS 6182 STONEPATH CIRCLE
CITY-ST-ZIP CENTERVILLE VA

TITLE VD
NAME CARLON, CHARLES
STREET ADDRESS 11350 S.W. 122TH STREET
CITY-ST-ZIP MIAMI FL

TITLE VD
NAME CARLON, CHRIS L
STREET ADDRESS 990 KARA LANE
CITY-ST-ZIP GREENWOOD IN

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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:

TED CARLON

Date

Daytime Phone #

CR2E034 (9/96)