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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # 516114 (6)

1. Corporation Name

FILLES EXCHANGE, INC.



Principal Place of Business

Mailing Address

C/O MACHEN, POWERS
500 AZALEA LANE
VERO BEACH FL 32963
US

C/O MACHEN, POWERS
500 AZALEA LANE
VERO BEACH FL 32963
US

3. Date Incorporated or Qualified

10/01/1976

3a. Date of Last Report

03/27/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

g. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

DISQUE, PHILIP A
707 S.E. 3RD AVE
SUITE 400
FT LAUDERDALE FL 33316-8155

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 with Signature) (Typed or Printed Name)

DATE Registered Agent (Typed or Printed Name)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	DT	<input type="checkbox"/> DELETE
NAME	DISQUE, PHILIP A	
STREET ADDRESS	707 SE 3RD AVE., #400	
CITY - ST - ZIP	FT. LAUDERDALE FL	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	DESROSIERS, SHEILA	
STREET ADDRESS	500 AZALEA LANE	
CITY - ST - ZIP	VERO BEACH FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	TAUREL, LEON	
STREET ADDRESS	500 AZALEA LANE	
CITY - ST - ZIP	VERO BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(c), 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:

Sheila G. Desrosiers
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/1/96

407-231-9771

Date

Daytime Phone #

CR2E034 (12/95)