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Apr 23 1997 8:00am  
Secretary of State

<b>NONPROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 712667 (5)

1. Corporation Name

THE GIRL'S RACING ASSOCIATION, INC.



Principal Place of Business	Mailing Address
P.O. BOX 816 PINELLAS PARK FL 34664	P.O. BOX 816 PINELLAS PARK FL 33780-0816

3. Date Incorporated or Qualified 04/28/1967	3a. Date of Last Report 02/26/1996
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2. Principal Place of Business 21 4520 Ulmerton Rd Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.	4. FEI Number 59-6209973	Applied For Not Applicable
22 City & State 23 Clearwater, FL	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24 Zip 34622	25 Country Pinellas	29 Zip	30 Country
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent

PHILLIPS, SHARI  
1236 58TH AVENUE NORTH  
ST. PETERSBURG FL 33703

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, 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	DP	<input type="checkbox"/> DELETE
NAME	PHILLIPS, SHARI	
STREET ADDRESS	1236 58TH AVENUE NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL 33703	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	MARIE, JILL	
STREET ADDRESS	5620 94TH AVENUE NORTH	
CITY-ST-ZIP	PINELLAS PARK FL 34685	
TITLE	DT	<input type="checkbox"/> DELETE
NAME	O'LONE, DEBBIE	
STREET ADDRESS	1833 OAKDALE LANE S.	
CITY-ST-ZIP	CLEARWATER FL 34624	
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

1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	NANCY HILL	
1.3 STREET ADDRESS	12503 PALOMINO COURT	
1.4 CITY-ST-ZIP	TAMPA, FL 33626	
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 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Shari L. Phillips* SHARI L. PHILLIPS 4/17/97 (813) 527-5308

CR2E037 (9/96)