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FILED
Apr 04 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 832273 (7)

1. Corporation Name
REXEL, INC.



Principal Place of Business 150 ALHAMBRA CIRCLE SUITE 900 CORAL GABLES FL 33134 US	Mailing Address 150 ALHAMBRA CIRCLE SUITE 900 CORAL GABLES FL 33134-4527 US
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3. Date Incorporated or Qualified 04/30/1974	3a. Date of Last Report 05/06/1996
4. FEI Number 13-1474527	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	VIRY, ALAIN C	
STREET ADDRESS	150 ALHAMBRA CIRCLE, SUITE 900	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	FULLERTON, JON O	
STREET ADDRESS	150 ALHAMBRA CIRCLE, SUITE 900	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GONOPOLSKY, ALLAN M.	
STREET ADDRESS	150 ALHAMBRA CIRCLE, SUITE 900	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MERSON, ROBERT M.	
STREET ADDRESS	150 ALHAMBRA CIRCLE, SUITE 900	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HITT, STEVEN M	
STREET ADDRESS	150 ALHAMBRA CIRCLE, SUITE 900	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	LOMAS, ERIC J	
STREET ADDRESS	150 ALHAMBRA CIRCLE, SUITE 900	
CITY - ST - ZIP	CORAL GABLES FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	TOMASSO, JOHN	
1.3 STREET ADDRESS	150 ALHAMBRA CIRCLE, STE 900	
1.4 CITY - ST - ZIP	CORAL GABLES FL 33134	
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: John Tomasso DATE: 4/3/97 (305) 446-8000

CF2E034 (9/96)