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FILED
Apr 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F96000004156 (3)**
1. Corporation Name
PRO TRAVEL, INC.

Principal Place of Business VIA MIZNER FINANCIAL PLAZA 700 S. FEDERAL HWY., SUITE 200 BOCA RATON FL 33432	Mailing Address VIA MIZNER FINANCIAL PLAZA 700 S. FEDERAL HWY., SUITE 200 BOCA RATON FL 33432
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/14/1996	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number 65-0685585	Applied For <input type="checkbox"/> Not Applicable
22 City & State	27	29 City & State	30	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent SHAPIRO, LINDA 700 S. FEDERAL HWY. SUITE 200 BOCA RATON FL 33432				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 FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	Director + VP
NAME	SHAPIRO, GARY	1.2 NAME	SHAPIRO, GARY
STREET ADDRESS	700 S. FEDERAL HWY., SUITE 200	1.3 STREET ADDRESS	SAME
CITY-ST-ZIP	BOCA RATON FL 33432	1.4 CITY-ST-ZIP	SAME
TITLE	P	2.1 TITLE	Director + P
NAME	SHAPIRO, LINDA	2.2 NAME	SHAPIRO, LINDA
STREET ADDRESS	700 S. FEDERAL HWY., SUITE 200	2.3 STREET ADDRESS	SAME
CITY-ST-ZIP	BOCA RATON FL 33432	2.4 CITY-ST-ZIP	SAME
TITLE	D	3.1 TITLE	
NAME	BARRON, ROBERT W	3.2 NAME	
STREET ADDRESS	700 S. FEDERAL HWY., SUITE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33432	3.4 CITY-ST-ZIP	
TITLE	DS	4.1 TITLE	
NAME	MCMILLEN, COLLEEN S	4.2 NAME	
STREET ADDRESS	700 S. FEDERAL HWY., SUITE 200	4.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33432	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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, changed, or on an attachment with an address.

SIGNATURE:  Linda J. Shapiro 4/14/98 (561)417-0088

CR2E034 (10/97)