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Apr 18 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 # F96000005263 (6)

1. Corporation Name

SAND & SEAS TRAVEL, INC.

PRO MI-TEX CORPORATION



Principal Place of Business

2816 CARRIAGE LANE
CARROLLTON TX 75006

Mailing Address

2816 CARRIAGE LANE
CARROLLTON TX 75006-4805

3. Date Incorporated or Qualified

10/10/1996

3a. Date of Last Report

2. Principal Place of Business

21 1100 S. FEDERAL HWY

Suite, Apt. #, etc.

22 City & State

23 BOYNTON BEACH, FLORIDA

24 33435

25 USA

2a. Mailing Address

26 5910 NORTH OCEAN BLVD.

Suite, Apt. #, etc.

27 City & State

28 OCEAN RIDGE, FLA.

29 33435

30 USA

4. FEI Number

88 0367467

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

BURRELL, JAMES G
5910 NORTH OCEAN BOULEVARD
OCEAN RIDGE FL 33435

10. Name and Address of New Registered Agent

81 Name

JAMES E. FOSTER, SR

82 Street Address (P.O. Box Number is Not Acceptable)

5910 NORTH OCEAN BOULEVARD

83

84 City

OCEAN RIDGE

FL

85 Zip Code

33435

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: James E. Foster, PRESIDENT, JAMES E. FOSTER DATE: 2/4/97

12. OFFICERS AND DIRECTORS

TITLE: PSTD
NAME: FOSTER, JAMES E
STREET ADDRESS: 2816 CARRIAGE LANE
CITY-ST-ZIP: CARROLLTON TX OCEAN RIDGE, FL 33435

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: P/S/T
1.2 NAME: JAMES E FOSTER
1.3 STREET ADDRESS: 5910 N. OCEAN BLVD
1.4 CITY-ST-ZIP: OCEAN RIDGE, FL 33435

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: James E. Foster, PRES, JAMES E. FOSTER, PRES DATE: 2/4/97 DAYTIME PHONE: 561-781-3304

CR2E034 (9/96)