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Jan 22 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 # F99152 (3)

1. Corporation Name
PLANEHOLDER, INC.

Principal Place of Business
WORLD TRADE CENTER
80 SW 8TH ST. STE. 2900
MIAMI FL 33130

Mailing Address
WORLD TRADE CENTER
80 SW 8TH ST. STE. 2900
MIAMI FL 33130-3013



3. Date Incorporated or Qualified 09/10/1982
3a. Date of Last Report 04/25/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

4. FEI Number

59-2216464

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

MURRAY, JOHN M.
WORLD TRADE CENTER
80 SW 8TH ST. STE. 2900
MIAMI FL 33130

10. Name and Address of New Registered Agent

B1 Name

B2 Street Address (P.O. Box Number is Not Acceptable)

B3

B4 City

FL

B5 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 of person preparing this report or registered agent, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PST
NAME MURRAY, JOHN M.
STREET ADDRESS 80 SW 8TH ST.
CITY-STATE-ZIP MIAMI FL 33130

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

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CITY-STATE-ZIP

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-STATE-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-STATE-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-STATE-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-STATE-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-STATE-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-STATE-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 M. Murray, Pres
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

305-446-2646

0168080

CR2E034 (9/96)