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Apr 23 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 # G10921 (6)
1. Corporation Name
PROTECT ALL, INC.



Principal Place of Business Mailing Address
14025 W DIXIE HWY 14025 W DIXIE HWY
NO. MIAMI FL 33161-3442 NO. MIAMI FL 33161-3442

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21		26		11/19/1982		04/29/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number		Applied For	
23 City & State		28 City & State		59-2333940		Not Applicable	
24 Zip		29 Zip		6. Certificate of Status Desired		8.75 Additional Fee Required	
25 Country		30 Country		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

FLEMING, KEVAN E
4725 SW 109 TERR
FT LAUDERDALE FL 33328

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 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's signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	
NAME	FLEMING, KEVAN E	1.2 NAME	
STREET ADDRESS	4725 SW 109 TERRACE	1.3 STREET ADDRESS	
CITY-ST-ZIP	FORT LAUDERDALE FL 33328	1.4 CITY-ST-ZIP	
TITLE	DST	2.1 TITLE	
NAME	FLEMING, DON E	2.2 NAME	
STREET ADDRESS	4725 SW 109 TERRACE	2.3 STREET ADDRESS	
CITY-ST-ZIP	FORT LAUDERDALE FL 33328	2.4 CITY-ST-ZIP	
TITLE	DV	3.1 TITLE	
NAME	FLEMING, REBECCA L.	3.2 NAME	
STREET ADDRESS	4725 SW 109 TERRACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	FORT LAUDERDALE FL 33328	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	FLEMING, PATRICIA A.	4.2 NAME	
STREET ADDRESS	4725 SW 109 TERRACE	4.3 STREET ADDRESS	
CITY-ST-ZIP	FORT LAUDERDALE FL	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 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: *Kevan E Fleming* 4-18-97 305-893-4060

CR2E034 (9/96)