FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **G39009** **(7)**

1. Corporation Name

PHILOS, INC.

Principal Place of Business

1428 BRICKELL AVE. #105
MIAMI FL 33131

Mailing Address

1428 BRICKELL AVE. #105
MIAMI FL 33131

3. Date Incorporated or Qualified: **04/21/1983**

3a. Date of Last Report: **03/16/1995**

4. FEI Number: **59-2544517** [ ] 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

2. Principal Place of Business

21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address

26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent

HALPRYN ERNEST M
1428 BRICKELL AVE STE 105
MIAMI FL 33131

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 607.1005 and 607.1006, 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 _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	STD	[ ] DELETE
NAME	LABIANCA, PHILIP	
STREET ADDRESS	1428 BRICKELL AVE. #105	
CITY-ST-ZIP	MIAMI FL	
TITLE	AS	[ ] DELETE
NAME	WEISBERG, ALAN JAY	
STREET ADDRESS	1428 BRICKELL AVE. #105	
CITY-ST-ZIP	MIAMI FL	
TITLE	PD	[ ] DELETE
NAME	HALPRYN, ERNEST M.	
STREET ADDRESS	1428 BRICKELL AVE, STE 105	
CITY-ST-ZIP	MIAMI FL	
TITLE	VPD	[ ] DELETE
NAME	DE VECCHI, JOHN	
STREET ADDRESS	1428 BRICKELL AVE, STE 105	
CITY-ST-ZIP	MIAMI FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-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-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I am hereby certify that the information supplied with this filing is voluntarily furnished and 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: _____ _____ 3/19/96 305 371-4112
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone Number

ERNEST M. HALPRYN PRESIDENT

CR2E034 (12/95)