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FILED

**Jan 24 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 # H51363 (0)

1. Corporation Name
GUARDIAN TRAVEL, INC.



Principal Place of Business: **11222 QUAIL ROOST DRIVE MIAMI FL 33157**
Mailing Address: **11222 QUAIL ROOST DRIVE MIAMI FL 33157-6543**

3. Date Incorporated or Qualified: **04/09/1985**
3a. Date of Last Report: **03/14/1996**
4. FEI Number: **59-2519974**
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, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
**NOONAN, PAMELA
11222 QUAIL ROOST DRIVE
MIAMI FL 33157**

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	BLACKBURN, BONNIE	
STREET ADDRESS	11222 QUAIL ROOST DRIVE	
CITY - ST - ZIP	MIAMI FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	NOONAN, PAMELA	
STREET ADDRESS	11222 QUAIL ROOST DRIVE	
CITY - ST - ZIP	MIAMI FL	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	GARCIA, LEN	
STREET ADDRESS	11222 QUAIL ROOST DRIVE	
CITY - ST - ZIP	MIAMI FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	SAUNDERS, CYNTHIA	
STREET ADDRESS	11222 QUAIL ROOST DRIVE	
CITY - ST - ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	MICHAEL CASALE	
1.3 STREET ADDRESS	11222 QUAIL ROOST DRIVE	
1.4 CITY - ST - ZIP	MIAMI FL 33157	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE	JD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	ART HEGGEN	
3.3 STREET ADDRESS	11222 QUAIL ROOST DRIVE	
3.4 CITY - ST - ZIP	MIAMI FL 33157	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: PAMELA NOONAN / **PAMELA NOONAN, PD** 1/16/97 (305) 233-1178
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)