SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # H89457 (6)

1. Corporation Name
GENESIS FINANCIAL CORPORATION

Principal Place of Business
1416 SCOTCH PINE DR.
BRANDON, FL 33511

Mailing Address
P.O. BOX 1530
BRANDON, FL 33509-1530

3. Date Incorporated or Qualified: 12-4-85
3a. Date of Last Report: 1-16-95

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 County 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 County 30

4. FEI Number: 59-2646742 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 filed its securities [illegible] Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
RICHARD P. RUSSO
P.O. BOX 1530
BRANDON, FL 33509-1530

10. Name and Address of New Registered Agent
81 Name: RICHARD P. RUSSO
82 Street Address (P.O. Box Number is Not Acceptable): 1416 SCOTCH PINE DR.
83
84 City: BRANDON FL 85 33511

11. Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation hereby submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such corporation has authorized its officers and directors to effect such change. I hereby accept the appointment as registered agent. I am familiar with and hereby accept the obligations of my position as registered agent.

SIGNATURE: R.P. Russo, Pres. - RICHARD P. RUSSO 6-7-96

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY, ST, ZIP
D P	~~RICHARD P. RUSSO~~	~~P.O. BOX 1530~~	~~BRANDON, FL 33509-1530~~
D	RICHARD P. RUSSO, JR.	4901 SADDLE RIDGE DR.	VALRICO, FL 33594
D	JOHN P. HOLSONBACK	100 N. TAMPA ST., STE 2650	TAMPA, FL 33602
D P	RICHARD P. RUSSO	228 LITHIA PINECREST ROAD	BRANDON, FL 33511

13. ADD OFFICERS AND DIRECTORS

700001897177
-07/17/96--01090--037
***225.00

7-17-96 JR

14. I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same force and 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 Florida Statutes; and that my name appears in Block 12 or Block 13 of this report.

SIGNATURE: R.P. Russo, Pres., RICHARD P. RUSSO 6/7/96 813-685-0861
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)