

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 9, 1995.
AMOUNT DUE ON OR BEFORE 8/1/95: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REBATE: \$375)

PROFIT CORPORATION ANNUAL REPORT 1995



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -4 AM 10: 56

DOCUMENT # J45365 (0)

1. Corporation Name

PHOTO DISCOUNTERS III, INC.

Principal Place of Business	Mailing Address
401 BISCAYNE BLVD. SUITE S-130 MIAMI FL 33132 US	401 BISCAYNE BLVD. SUITE S-130 MIAMI FL 33132 US

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified	3a. Date of Last Report
11/25/1986	06/14/1994
4. FEI Number	Applied For
59-2758648	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
<input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip	Country
24	25
Zip	Country
29	30

9. Name and Address of Current Registered Agent

ALEJANDRO, FERNANDEZ
401 BISCAYNE BLVD.
SUITE S-130
MIAMI FL 33132

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. NOTE: Registered Agent signature required when reinstating.

12. OFFICERS AND DIRECTORS

TITLE	PD
NAME	MCAULIFFE, XAVIER
STREET ADDRESS	CLIEVERAGH IND EST
CITY - ST - ZIP	LISTOWEL, CO. KERRY
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2	NAME	
1.3	STREET ADDRESS	
1.4	CITY - ST - ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2	NAME	
3.3	STREET ADDRESS	
3.4	CITY - ST - ZIP	
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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(a), 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: *XAVIER MCAULIFFE* **7/20/95** **305-397-3686**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day/Year/Phone #

CR2E034 (3/95)