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 # K79315 (3)

1. Corporation Name

CALIFORNIA CYCLES, INC.

Principal Place of Business

CALIFORNIA CYCLES
14932 FRONT BEACH RD.
PANAMA CITY BEACH FL 32413
US

Mailing Address

CALIFORNIA CYCLES
14932 FRONT BEACH RD.
PANAMA CITY BEACH FL 32413
US

3. Date Incorporated or Qualified: 04/11/1989
3a. Date of Last Report: 04/25/1995
4. FEI Number: 59-2943932 — 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 is a liability for intangible tax under s. 199.032 Florida Statutes [✓] Yes [ ] No

2. Principal Place of Business
21 14932 Front Beach Rd
22 Suite, Apt. #, etc.
23 City & State: Panama City Beach FL
24 Zip: 32413 25 Country: USA

2a. Mailing Address
26 14932 Front Beach Rd
27 Suite, Apt. #, etc.
28 City & State: Panama City Beach FL
29 Zip: 32413 30 Country: USA

9. Name and Address of Current Registered Agent

HESS, BRIAN D.
9108 WEST HIGHWAY 98
PANAMA CITY FL 32408

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

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	ROOF, RICHARD	
STREET ADDRESS	14932 FRONT BCH RD	
CITY, ST, ZIP	PANAMA CITY FL	
TITLE	VP	[ ] DELETE
NAME	ROOF, NORA	
STREET ADDRESS	14932 FRONT BCH RD	
CITY, ST, ZIP	PANAMA CITY FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
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 TITLE		[ ] Change [ ] Addition
1 NAME		
1 STREET ADDRESS		
1 CITY, ST, ZIP		
2 TITLE		[ ] Change [ ] Addition
2 NAME		
2 STREET ADDRESS		
2 CITY, ST, ZIP		
3 TITLE		[ ] Change [ ] Addition
3 NAME		
3 STREET ADDRESS		
3 CITY, ST, ZIP		
4 TITLE		[ ] Change [ ] Addition
4 NAME		
4 STREET ADDRESS		
4 CITY, ST, ZIP		
5 TITLE		[ ] Change [ ] Addition
5 NAME		
5 STREET ADDRESS		
5 CITY, ST, ZIP		
6 TITLE		[ ] Change [ ] Addition
6 NAME		
6 STREET ADDRESS		
6 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 report or supplemental 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: Nora Roof VP NORA ROOF 3/1/96 (904) 233-1391

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)