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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # K89207 (0)

1. Corporation Name

PRO-IMAGES, INC.



Principal Place of Business

Mailing Address

C/O LEE S. JOHNSON, JR.ITE
4908 NW 34TH STREET, SUITE 9
GAINESVILLE FL 32605

C/O LEE S. JOHNSON, JR.ITE
4908 NW 34TH STREET, SUITE 9
GAINESVILLE FL 32605

2. Principal Place of Business

2a. Mailing Address

21 PRO-IMAGES, INC

26 SAME

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 P.O. Box 5518 (6241 NW 23rd St 32653)

27 City & State

23 Gainesville FL

28

24 32602

25 Country

29

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

JOHNSON, LEE S., JR.
4908 NW 34TH STREET
SUITE 9
GAINESVILLE FL 32605

81 Name BREND A Edmond

82 Street Address (P.O. Box Number is Not Acceptable)

83 6241 NW 23rd St
Gainesville FL 32653

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

Brenda Edmond

Signature, typed or printed name of registered agent and true if applicable.

Brenda Edmond

NOTE: Registered Agent signature required when reinstating

4/29/96

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE P
NAME EDMOND, SHANE
STREET ADDRESS 1027 N.W. 11TH AVENUE
CITY-ST-ZIP GAINESVILLE FL 33602

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VST
NAME EDMOND, BRENDA
STREET ADDRESS 1027 N.W. 11TH AVENUE
CITY-ST-ZIP GAINESVILLE FL 33602

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
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)(k), 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: Brenda Edmond Brenda Edmond 4/29/96 352-371-0333

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (12/95)