

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Apr 24 1997 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS               |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------|--|
| DOCUMENT # <b>K97596</b> (6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                                                  |  |
| 1. Corporation Name<br><b>GEO. INTERNATIONAL, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                  |  |
| Principal Place of Business<br><b>C/O CAROL A. GEORGE<br/>126 WILLOW POND LANE<br/>PONTE VEDRA BCH FL 32082<br/>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | Mailing Address<br><b>C/O CAROL A. GEORGE<br/>126 WILLOW POND LANE<br/>PONTE VEDRA BCH. FL 32082-3551<br/>US</b> |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  | 2a. Mailing Address                                                                                              |  |
| 21. Suite, Apt. #, etc                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 26. Suite, Apt. #, etc                                                                                           |  |
| 22. City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 27. City & State                                                                                                 |  |
| 23. Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | 28. Zip                                                                                                          |  |
| 24. Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | 29. Country                                                                                                      |  |
| 9. Name and Address of Current Registered Agent<br><b>GEORGE, CAROL A.<br/>126 WILLOW POND LANE<br/>PONTE VEDRA BCH. FL 32082</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 10. Name and Address of New Registered Agent                                                                     |  |
| 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.                                                                                                                                                                     |  | 12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                            |  |
| SIGNATURE<br><i>Carol A. George</i><br>DATE<br><b>4/16/97</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | SIGNATURE<br><i>Victor M. George</i><br>DATE<br><b>4/16/97</b>                                                   |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                            |  |
| 1. TITLE<br><b>PSD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 1.1 TITLE<br><b>V/D</b>                                                                                          |  |
| 2. NAME<br><b>GEORGE, CAROL A.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 1.2 NAME                                                                                                         |  |
| 3. STREET ADDRESS<br><b>126 WILLOW POND LANE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 1.3 STREET ADDRESS                                                                                               |  |
| 4. CITY - ST - ZIP<br><b>PONTE VEDRA BEACH FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 1.4 CITY - ST - ZIP                                                                                              |  |
| 5. TITLE<br><b>VPD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 2.1 TITLE<br><b>P/D</b>                                                                                          |  |
| 6. NAME<br><b>GEORGE, DOUGLAS N.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | 2.2 NAME                                                                                                         |  |
| 7. STREET ADDRESS<br><b>126 WILLOW POND LANE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 2.3 STREET ADDRESS                                                                                               |  |
| 8. CITY - ST - ZIP<br><b>PONTE VEDRA BEACH FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 2.4 CITY - ST - ZIP                                                                                              |  |
| 9. TITLE<br><b>TD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 3.1 TITLE                                                                                                        |  |
| 10. NAME<br><b>GEORGE, KAREN E.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | 3.2 NAME                                                                                                         |  |
| 11. STREET ADDRESS<br><b>126 WILLOW POND LANE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 3.3 STREET ADDRESS                                                                                               |  |
| 12. CITY - ST - ZIP<br><b>PONTE VEDRA BEACH FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 3.4 CITY - ST - ZIP                                                                                              |  |
| 13. TITLE<br><b>PC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 4.1 TITLE<br><b>C/S/D</b>                                                                                        |  |
| 14. NAME<br><b>GEORGE, VICTOR M.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | 4.2 NAME                                                                                                         |  |
| 15. STREET ADDRESS<br><b>126 WILLOW POND LANE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 4.3 STREET ADDRESS                                                                                               |  |
| 16. CITY - ST - ZIP<br><b>PONTE VEDRA BEACH FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 4.4 CITY - ST - ZIP                                                                                              |  |
| 17. TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  | 5.1 TITLE                                                                                                        |  |
| 18. NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | 5.2 NAME                                                                                                         |  |
| 19. STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 5.3 STREET ADDRESS                                                                                               |  |
| 20. CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | 5.4 CITY - ST - ZIP                                                                                              |  |
| 21. TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  | 6.1 TITLE                                                                                                        |  |
| 22. NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | 6.2 NAME                                                                                                         |  |
| 23. STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 6.3 STREET ADDRESS                                                                                               |  |
| 24. CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | 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:<br><i>Victor M. George</i><br><b>VICTOR M. GEORGE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | SIGNATURE:<br><i>Carol A. George</i><br><b>CAROL A. GEORGE</b>                                                   |  |



CR2E034 (9/96)