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Apr 23 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # L28045 (7)
1. Corporation Name
THE TRAVEL EXCHANGE SOUTH, INC.



Principal Place of Business
6716 UNIVERSITY DRIVE
6726 NORTH UNIVERSITY DR.
TAMARAC FL 33321
US

Mailing Address
6716 N UNIVERSITY DRIVE
6726 NORTH UNIVERSITY DR.
TAMARAC FL 33321-4013
US

3. Date Incorporated or Qualified 11/03/1989
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	65-0154451	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27		
City & State	City & State	6. Election Campaign Financing	\$5.00 May Be Added to Fees
23	28	Trust Fund Contribution	
Zip	Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No
24	25	29	30

9. Name and Address of Current Registered Agent

GLICKMAN, LORI C
6716 N UNIVERSITY DRIVE
TAMARAC FL 33321

10. Name and Address of New Registered Agent

81 Name BARRY DIAMOND, Esq.
82 Street Address (P.O. Box Number is Not Acceptable) 5701 North Pine Island Rd
83 Ste 250
84 City Tamarac FL 85 Zip Code 33391

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

Signature (typed or printed name of registered agent and title, if applicable)

(If not Registered Agent signature required when re-instating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDV	1.1 TITLE	Change Addition
NAME	GLICKMAN, LORI C	1.2 NAME	
STREET ADDRESS	6716 N UNIVERSITY DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	TAMARAC FL	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	Change Addition
NAME	NALL, CHUCK	2.2 NAME	
STREET ADDRESS	6716 N UNIVERSITY DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	TAMARAC FL	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	Change Addition
NAME	SCANNAVINO, FRANK	3.2 NAME	
STREET ADDRESS	6716 N UNIVERSITY DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	TAMARAC FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
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: *Lori C. Glickman* 4/11/97 9547219550

CR2E034 (9/96)