

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Sep 08 1997 8:00am
Secretary of State

DOCUMENT # L53878

(9)

1. Corporation Name
QS HOLDINGS, INC.



Principal Place of Business Mailing Address
% ERNEST L. MASCARA % ERNEST L. MASCARA
877 EXECUTIVE CTR DR W. GLADES BLDG 303 877 EXECUTIVE CTR DR W. GLADES BLDG 303
ST. PETERSBURG FL 33702 ST. PETERSBURG FL 33702
US US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21		26		03/01/1990		05/01/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number		Applied For	
22		27		59-2997498		Not Applicable	
City & State		City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23		28		<input type="checkbox"/>		<input type="checkbox"/>	
Zip		Zip		6. Election Campaign Financing		5.00 May Be	
24		29		Trust Fund Contribution		Added to Fees	
Country		Country		<input type="checkbox"/>		<input type="checkbox"/>	
25		30		8. This corporation owes or has paid the current year Intangible		Personal Property Tax due June 30.	
26		31		<input type="checkbox"/>		Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MASCARA, ERNEST L.
877 EXECUTIVE CTR DR W, GLADES BLDG 303
ST. PETERSBURG FL 33702

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	
NAME	AGER, COLIN	1.2 NAME	
STREET ADDRESS	2323 BELLEAIR RD	1.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	1.4 CITY - ST - ZIP	
TITLE	VPT	2.1 TITLE	
NAME	AGER, SIMON	2.2 NAME	
STREET ADDRESS	2323 BELLEAIR RD	2.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
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 in my attachment with an address.

SIGNATURE

SIGNATURE REQUIRED

8-12-97

813 535-5550

CR2E034 (4/97)