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Secretary of State

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PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # M19835 (1)

1. Corporation Name
ARD DISTRIBUTORS, INC.



Principal Place of Business: 1600 NW 159 ST. MIAMI FL 33169
Mailing Address: 1600 NW 159 ST. MIAMI FL 33169-5637

3. Date Incorporated or Qualified: 08/26/1985
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-2573425
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 has liability for intangible tax under s. 199.032, Florida Statutes: [] Yes [] No

2. Principal Place of Business: 21 State Apt. #, etc.; 22 City & State; 23 Zip; 24 Country
2a. Mailing Address: 26 Suite, Apt. #, etc.; 27 City & State; 28 Zip; 29 Country
9. Name and Address of Current Registered Agent: BARTHET, PATRICK C. 1 S. E. THIRD AVENUE MIAMI FL 33131

10. Name and Address of New Registered Agent: 81 Name; 82 Street Address (P.O. Box Number is Not Acceptable); 83; 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 and fulfill with and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: [Signature] (NOTE: Registered Agent signature required when reinstating) DATE:

Table with 2 columns: 12. OFFICERS AND DIRECTORS, 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include MAIR, BRIAN F., ASARNOW, CHARLES M., ROUSSEAU, SHELAGH, STEWART, GORDON.

Table with 2 columns: 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows for 1.1-1.4, 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4.

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information is correct in 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: [Signature] Charles M Asarnow 3/1/97 205 624 0106

CR2E034 (9/96)