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Feb 11 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 # M66867 (6)

1. Corporation Name
ZAPPALA, MUSCARELLA & ASSOCIATES, INC.



Principal Place of Business Mailing Address
6539 CENTRAL AVENUE 6539 CENTRAL AVENUE
ST. PETERSBURG FL 33710 ST. PETERSBURG FL 33710-8412

3. Date Incorporated or Qualified 01/28/1988 3a. Date of Last Report 04/23/1996

2. Principal Place of Business 2a. Mailing Address
21 1553 Crestwood Ln. 26 1553 Crestwood Ln.
Suite, Apt. #, etc. Suite, Apt. #, etc.

22 27
City & State City & State
23 Palm Harbor, FL 28 Palm Harbor, FL
Zip 34683 Country Zip 34683 Country

24 25 29 30
9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent

MUSCARELLA, FRANK J.
1553 CRESTWOOD LANE
PALM HARBOR FL 34683

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 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PD	1.1 TITLE	
NAME	MUSCARELLA, FRANK J	1.2 NAME	
STREET ADDRESS	1553 CRESTWOOD LANE	1.3 STREET ADDRESS	
CITY - ST - ZIP	PALM HARBOR FL 34683	1.4 CITY - ST - ZIP	
TITLE	SD	2.1 TITLE	
NAME	ZAPPALA, CAROLE V	2.2 NAME	
STREET ADDRESS	6539 CENTRAL AVENUE	2.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL 33710	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	D
NAME	ZAPPALA, JOSEPH	3.2 NAME	ZAPPALA, JOSEPH
STREET ADDRESS	188 EAST 64TH STREET, APT. 1403	3.3 STREET ADDRESS	350 FIFTH AVE., SUITE 5119
CITY - ST - ZIP	NEW YORK NY 10021	3.4 CITY - ST - ZIP	NEW YORK, NY 10118
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)(b), 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: SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

FRANK J. MUSCARELLA

Daytime Phone #

CR2E034 (9/96)