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Apr 30 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 # P04992

(4)

1. Corporation Name

AUCTION WORLD, USA INC.

Principal Place of Business

1432 COTTONWOOD TRAIL
SARASOTA FL 34232
US

Mailing Address

1432 COTTONWOOD TRAIL
SARASOTA FL 34232-3439
US

3. Date Incorporated or Qualified
02/12/1985

3a. Date of Last Report
06/10/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

25

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30

4. FEI Number

38-2561093

Applied For

Not Applicable

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WARD, RICHARD THOMPSON
1458-4 PARKSHORE CIR.
FT. MYERS FL 33901

81 Name
Mark S. Henderson

82 Street Address (P.O. Box Number is Not Acceptable)
1432 Cottonwood Trail

83

84 City
Sarasota

FL

85 Zip Code
34232

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

Mark S. Henderson

4/23/97

Signature of person to be registered agent (required when first-time registration)

(NOTE: Registered Agent's signature required when re-instating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PTD
NAME BETTINGER, RICHARD, L
STREET ADDRESS 1408 KOPE KON POINTE RD.
CITY-ST-ZIP COLDWATER MI

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VSD
NAME BETTINGER, MARY, MARIE
STREET ADDRESS 1408 KOPE KON POINTE RD.
CITY-ST-ZIP COLDWATER MI

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE D
NAME WARD, RICHARD THOMPSON
STREET ADDRESS 1458-4 PARKSHORE CIR.
CITY-ST-ZIP FT. MYERS FL

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE M
NAME HENDERSON, MARK S.
STREET ADDRESS 1432 COTTONWOOD TRAIL
CITY-ST-ZIP SARASOTA FL

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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

CR2E034 (9/96)