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FILED
Apr 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P08347 (7)
 1. Corporation Name
CARSON HOLDINGS LIMITED, A LIBERIAN CORPORATION



Principal Place of Business 4449 RUMMELL ROAD. PO BOX 700245 ST. CLOUD FL 34770-7245	Mailing Address 4449 RUMMELL ROAD. PO BOX 700245 ST. CLOUD FL 34770-0245
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2. Principal Place of Business 21	2a. Mailing Address 26
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip	29 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 12/10/1985	3a. Date of Last Report 04/25/1996
4. FEI Number 52-1523924	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THORNTON, H R JR.
 4449 RUMMELL ROAD.
 P.O. BOX 245
 ST. CLOUD FL 32769**

10. Name and Address of New Registered Agent

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	PEARMAN, R. S. L	
STREET ADDRESS	BOX 1022, CHURCH ST. W.	
CITY-ST-ZIP	HAMILTON, BERMUDA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	COTTINGHAM, D R	
STREET ADDRESS	CENTURY HSE. RICHMOND RD	
CITY-ST-ZIP	HAMILTON, BERMUDA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SCOTT, A	
STREET ADDRESS	TOWER HILL HSE. ST. PETERS PORT	
CITY-ST-ZIP	GUERNSEY CHANNEL, ISL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	MADHVANI, MAYUR M	
STREET ADDRESS	BOX 51148, MAMA NGINA ST	
CITY-ST-ZIP	NAIROBI, KENYA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MORRIS, S A	
STREET ADDRESS	CENTURY HOUSE RICHMOND RD.	
CITY-ST-ZIP	HAMILTON, BERMUDA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: SIGNATURE REQUIRED **R. COTTINGHAM** 4/8/97 441-292-7478.
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)