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FILED
Mar 10 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 # P13690 (3)

1. Corporation Name
VOLARE, LTD. CORPORATION



Principal Place of Business: **270 RUTHERFORD LANE COLUMBIA TN 38401 US**
 Mailing Address: **P. O. BOX 89 COLUMBIA TN 38402-0089 US**

3. Date Incorporated or Qualified: **03/19/1987** 3a. Date of Last Report: **03/13/1996**
 4. FEI Number: **64-0681480** 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**
 6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: **21** Suite, Apt. #, etc.: **22** City & State: **23** Zip: **24** Country: **25**
 2a. Mailing Address: **26** Suite, Apt. #, etc.: **27** City & State: **28** Zip: **29** Country: **30**

9. Name and Address of Current Registered Agent
RUMMEL, MARY
2323 CORBETT ROAD
ORLANDO FL 32828

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. 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	S <input type="checkbox"/> DELETE
NAME	MORRIS, AUDREY
STREET ADDRESS	270 RUTHERFORD LANE
CITY - ST - ZIP	COLUMBIA TN
TITLE	PD <input type="checkbox"/> DELETE
NAME	PRETTENHOFER, JOSEPH
STREET ADDRESS	270 RUTHERFORD LANE
CITY - ST - ZIP	COLUMBIA TN
TITLE	CD <input type="checkbox"/> DELETE
NAME	SWAROVSKI, M.
STREET ADDRESS	240 RUTHERFORD LANE
CITY - ST - ZIP	COLUMBIA TN
TITLE	VP <input type="checkbox"/> DELETE
NAME	MITCHELL, STEVE
STREET ADDRESS	270 RUTHERFORD LANE
CITY - ST - ZIP	COLUMBIA TN
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
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: *Sandra B. Mortham* 3/1/97 (615) 388-5900
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)