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**Feb 19 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 # P29741 (6)
1. Corporation Name
ARS LIMITED INC.



Principal Place of Business: **4480 KING STREET, SUITE 500 ATTN: KAY MOORE ALEXANDRIA VA 22302**
Mailing Address: **4480 KING STREET, SUITE 500 ATTN: KAY MOORE ALEXANDRIA VA 22302-1339**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/14/1990	3a. Date of Last Report 12/30/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 54-1276924	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Zip	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
25		30			

9. Name and Address of Current Registered Agent SPAULDING, ALBERT R. 1560 GULF BLVD., #1401 ULTIMAR 3 CLEARWATER FL 34630		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPAULDING, ALBERT R.	1.2 NAME	
STREET ADDRESS	4480 KING ST., STE.500	1.3 STREET ADDRESS	
CITY-ST-ZIP	ALEXANDRIA VA 22302	1.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	S/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SPAULDING, VIRGINIA H.	2.2 NAME	
STREET ADDRESS	4480 KING ST., STE.500	2.3 STREET ADDRESS	
CITY-ST-ZIP	ALEXANDRIA VA 22302	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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)(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: *Albert R. Spaulding* **ALBERT R. SPAULDING, PRESIDENT/CEO** Date: **2/4/97** Daytime Phone: **(703)820-9000**

CP2E034 (9/96)