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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 # P93000073559 (5)

1. Corporation Name
R-PLACE, INC.



Principal Place of Business
4800 BAYVIEW DR.
#504
FT. LAUDERDALE FL 33308

Mailing Address
4800 BAYVIEW DR.
#504
FT. LAUDERDALE FL 33308-4909

3. Date Incorporated or Qualified
10/18/1993
3a. Date of Last Report
04/12/1996

2. Principal Place of Business 21	2a. Mailing Address 26	4. FEI Number 65-0446640	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired 8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution 5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29	Country 30
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>			

9. Name and Address of Current Registered Agent

WOZNAK, DIANE M
4800 BAYVIEW DR.
APT. 504
FT. LAUDERDALE FL 33308

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

Signature typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD WOZNAK, RUDY S 4800 BAYVIEW DR. #504 FT. LAUDERDALE FL	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VDS WOZNAK, DIANE 4800 BAYVIEW DR. #504 FT. LAUDERDALE FL	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
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)(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:

Diane Wozniak, Dir./V.P.
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/5/97 954-772-6557
Date Daytime Phone #

CR2E034 (9/96)