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FILED
May 06 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 # P94-000000697 (0)

1. Corporation Name

ACAE INTERNATIONAL INCORPORATED

Principal Place of Business 2400 Maitland Center Pkwy. Suite 205 Maitland, FL 32751	Mailing Address 200 E. Robinson Street Suite 500 Orlando, FL 32801
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3. Date Incorporated or Qualified 12/27/1993	3a. Date of Last Report 05/01/1996
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21. Principal Place of Business Suite, Apt. #, etc. Suite 101 City & State Orlando, FL Zip 32751	22. Mailing Address Suite, Apt. #, etc. Suite 500 City & State Orlando, FL Zip 32801	4. FEI Number 59-3221534	Applied For <input type="checkbox"/> Not Applicable
23. 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
24. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

FLORIDA CORPORATE SUPPORT, INC.
200 E. ROBINSON ST.
SUITE 500
ORLANDO, FL 32801

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
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

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

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	11. TITLE	12. NAME
	DP		D/P/S
	BASTEN, WILLIAM J.		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
	2400 MAITLAND CENTER PARKWAY	13. STREET ADDRESS	
	MAITLAND, FL 32751	14. CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	21. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		22. NAME	
		23. STREET ADDRESS	
		24. CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	31. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		32. NAME	
		33. STREET ADDRESS	
		34. CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	41. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		42. NAME	
		43. STREET ADDRESS	
		44. CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	51. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		52. NAME	
		53. STREET ADDRESS	
		54. CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	61. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		62. NAME	
		63. STREET ADDRESS	
		64. CITY-ST-ZIP	

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*****165.00**

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: William Basten April 23, 1997 (407) 660-1504

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)