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97 MAY -1 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000036372 (8)
1. Corporation Name
B.H.R. FINANCE ASSOCIATES, INC.

Principal Place of Business 807 Morse Blvd., Ste. 200 Winter Park, FL 32789	Mailing Address 215 N. Eola Drive Orlando, FL 32801
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3. Date Incorporated or Qualified 05/13/1994	3a. Date of Last Report 04/29/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country 29
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4. FEI Number 59-3262401	Applied For <input type="checkbox"/> 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

**JOHNSON, LORAN A.
215. North Eola Drive
Orlando, Florida 32801**

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 FL	86 Zip Code
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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	D	<input type="checkbox"/> DELETE
NAME	MATYOW, GERALD	
STREET ADDRESS	6266 CENTRE PARK DRIVE	
CITY-ST-ZIP	WEST CHESTER, OH 45069	
TITLE	P	<input type="checkbox"/> DELETE
NAME	KLINGLER, ROBERT M.	
STREET ADDRESS	845 VIA LOMBARDY	
CITY-ST-ZIP	WINTER PARK, FL 32789	
TITLE	EVOS	<input type="checkbox"/> DELETE
NAME	COWAN, CAROL A.	
STREET ADDRESS	241 LAKE GRIFFIN CIRCLE	
CITY-ST-ZIP	CASSELBERRY, FL 32707	
TITLE	EVFT	<input type="checkbox"/> DELETE
NAME	STICKEL, THOMAS A.	
STREET ADDRESS	2616 VERONA TRAIL	
CITY-ST-ZIP	WINTER PARK, FL 32789	

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	

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A. Alaw
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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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Thomas A. Stickel **04/29/97** **407-645-5522**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
THOMAS A. STICKEL

CR2E034 (9/96)