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**May 02 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 # P94000054134 (9)
 1. Corporation Name
DOUGLAS HOLDINGS, INC.



Principal Place of Business 260 CRANDON BLVD. SUITE 26 KEY BISCAZYNE FL 33149	Mailing Address 260 CRANDON BLVD. SUITE 26 KEY BISCAZYNE FL 33149-1537
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3. Date Incorporated or Qualified 07/21/1994	3a. Date of Last Report 02/21/1996
4. FEI Number 65-0512037	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent
**OTERO & MULLIN, P.A.
 75 VALENCIA AVE.
 SUITE 400
 CORAL GABLES FL 33134**

10. Name and Address of New Registered Agent
 81 Name **Cordoba, Maria C.**
 82 Street Address (P.O. Box Number is Not Acceptable)
260 Crandon Boulevard, Suite # 26
 83
 84 City **Key Biscayne, FL** 85 Zip Code **33149**

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 607.0506, Florida Statutes.

SIGNATURE *Maria Cordoba* DATE **4/22/97**
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D - President <input type="checkbox"/> DELETE
NAME	CORDOBA, ALFONSO
STREET ADDRESS	260 CRANDON BLVD., #26
CITY-ST-ZIP	KEY BISCAZYNE FL 33149
TITLE	D- VP <input type="checkbox"/> DELETE
NAME	GOOD, MARIA C
STREET ADDRESS	260 CRANDON BLVD., #26
CITY-ST-ZIP	KEY BISCAZYNE FL 33149
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
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 checked="" type="checkbox"/> Addition
3.2 NAME	D - VP
3.3 STREET ADDRESS	GOOD, SIDNEY S 260 CRANDON BLVD, STE 26
3.4 CITY-ST-ZIP	KEY BISCAZYNE FL 33149
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	D - VP
4.3 STREET ADDRESS	CORDOBA, VIRGINIA 260 CRANDON BLVD, STE 26
4.4 CITY-ST-ZIP	KEY BISCAZYNE FL 33149
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	D - VP
5.3 STREET ADDRESS	CORDOBA, CECILIA 260 CRANDON BLVD, STE 26
5.4 CITY-ST-ZIP	KEY BISCAZYNE FL 33149
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* DATE **4/24/97** DAYTIME PHONE # **(305) 361-9800**
SIGNATURE AND TYPED OR PRINTED NAME OF FILING OFFICER OR DIRECTOR

CR2E034 (9/96)