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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1995		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P94000063455 (7) 1. Corporation Name PROLEISURE, INC.			
Principal Place of Business 3081 E COMMERCIAL BLVD SUITE 101 FT LAUDERDALE FL 33308		Mailing Address 3081 E COMMERCIAL BLVD SUITE 101 FT LAUDERDALE FL 33308	
2. Principal Place of Business 21		2a. Mailing Address 26 <i>P.O. Box 50813</i>	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27	
City & State 23		City & State 28 <i>Lighthouse Point, FL</i>	
Zip 24	Country 25	Zip 29 <i>33074</i>	Country 30 <i>U.S.A.</i>
9. Name and Address of Current Registered Agent HENSHAW, WENDY L 3081 E COMMERCIAL BLVD SUITE 101 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 date of appointment NOTE: Registered Agent signature required when reappointing DATE			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY ST ZIP <i>PRESIDENT WILLIAM M. NOVEL 2830 N.E. 21TH AVE LIGHTHOUSE POINT, FL 33064</i>			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY ST ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY ST ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY ST ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY ST ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY ST ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY ST ZIP			
14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(9)(k), 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: <i>[Signature]</i> 4/20/95 SIGNATURE AND TYPED OR PRINTED NAME OF BOARD OFFICER OR DIRECTOR			