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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000066013 (1)

1. Corporation Name

ACTION PAWN, INC.



Principal Place of Business

88900 OVERSES HWY
TAVERNIER FL 33070

Mailing Address

88900 OVERSES HWY
TAVERNIER FL 33070

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

25 Country

28 Zip

30 Country

9. Name and Address of Current Registered Agent

ARMANTROUT, J.R.
1503 DUNCAN ST
KEY WEST FL 33040

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's signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY- ST- ZIP

D
READMOND, JOHN
188 PEARL AVE
TAVERNIER FL 33070

DELETE

TITLE NAME STREET ADDRESS CITY- ST- ZIP

D
ARMANTROUT, MARK
1503 DUNCAN ST
KEY WEST FL 33040

DELETE

TITLE NAME STREET ADDRESS CITY- ST- ZIP

D
ARMANTROUT, J.R.
1503 DUNCAN ST
KEY WEST FL 33040

DELETE

TITLE NAME STREET ADDRESS CITY- ST- ZIP

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TITLE NAME STREET ADDRESS CITY- ST- ZIP

DELETE

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(3)(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:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/13/96 (305) 296 5364
Date: Officer's Phone:

CR2E034 (12/95)