

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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 # P94000073972 (9)
 1. Corporation Name
THE 523 CORPORATION



Principal Place of Business 111 2 ND AVE N.E. SUITE 918 ST. PETERSBURG FL 33701	Mailing Address 111 2 ND AVE N.E. SUITE 918 ST. PETERSBURG FL 33701-3441
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 10/07/1994	3a. Date of Last Report 04/10/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-3271424	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	30. Country	8. 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		10. Name and Address of New Registered Agent	
EARL & EARL ATT: ANDREW MEYER 111 2ND AVE N.E., SUITE 1404 ST. PETERSBURG FL 33701		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83. City	
		84. State	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 signature required when reinstating.) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OLSTER, MADELEINE B	1.2 NAME	
STREET ADDRESS	111 2 ND AVE N.E.	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	1.4 CITY-ST-ZIP	
TITLE	CEOS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OLSTER, BRUCE	2.2 NAME	
STREET ADDRESS	111 2 ND AVE N.E.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	2.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VOILES, GAYLE	3.2 NAME	
STREET ADDRESS	111 2 ND AVE N.E.	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	3.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EICHOLTZ, MARK	4.2 NAME	
STREET ADDRESS	111 2 ND AVE N.E.	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 or changed on an attachment with an address.

SIGNATURE _____

CR2E034 (9/96)