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May 08 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000003831 (1)

1. Corporation Name
DISCOVERY HOLDINGS, INC.



Principal Place of Business
757 SE 17 STREET SUITE 307
FT LAUDERDALE FL 33316

Mailing Address
757 SE 17 STREET SUITE 307
FT LAUDERDALE FL 33316-2960

2. Principal Place of Business
21 2400 E. LAS OLAS BLVD
Suite, Apt. #, etc.
22 173
City & State
23 FORT LAUDERDALE, FL
Zip
24 33301
Country
25 USA

2a. Mailing Address
26 2400 E. LAS OLAS BLVD.
Suite, Apt. #, etc.
27 173
City & State
28 FORT LAUDERDALE, FL
Zip
29 33301
Country
30 USA

3. Date Incorporated or Qualified
01/13/1995
3a. Date of Last Report
05/01/1996
4. FEI Number
65-0550911
Applied For
Not Applicable
5. Certificate of Status Desired
\$8.75 Additional
Fee Required
6. Election Campaign Financing
Trust Fund Contribution
\$5.00 May Be
Added to Fees
7. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes
Yes No

9. Name and Address of Current Registered Agent
SHOEMAKER, WILLIAM E
757 SE 17 STREET SUITE 307
FT LAUDERDALE FL 33316

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
2400 E. LAS OLAS BLVD., SUITE 173
83
84 City
FORT LAUDERDALE
FL
85 Zip Code
33301

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 *W. E. Shoemaker* WILLIAM E. SHOEMAKER
Signature, typed or printed name of registered agent and file if applicable (NOTE: Registered Agent signature required when reinstating)
DATE 4-28-97

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
PD	SHOEMAKER, WILLIAM E	757 SE 17 STREET SUITE 307	FT LAUDERDALE FL	<input type="checkbox"/>
VD	VIVIAN ASHWORTH	LEVEL 8, 139 MACQUARIE ST	SYDNEY NS	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
PRESIDENT & DIRECTOR	SHOEMAKER, WILLIAM E.	2400 E. LAS OLAS BLVD., SUITE 173	FT. LAUDERDALE, FL 33301	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	Change	Addition
VICE PRESIDENT & DIR.	VIVIAN ASHWORTH	256 3 DARLING POINT RD	DARLING POINT, SYDNEY NSW	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>

14. I do hereby certify that no 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 in an attachment with an address.

SIGNATURE: *W. E. Shoemaker* WILLIAM E. SHOEMAKER, PRESIDENT
Signature and typed or printed name of signing officer or director
Date 4-28-97

CR2E034 (9/96)