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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P95000005709 (7)

1. Corporation Name

CLIFTON VENTURES II, INC.



Principal Place of Business

7200 W. CAMINO REAL
SUITE 314
BOCA RATON FL 33433

Mailing Address

7200 W. CAMINO REAL
SUITE 314
BOCA RATON FL 33433

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

30

9. Name and Address of Current Registered Agent

WIENER, DAVID J
1400 CENTRE PARK BLVD., SUITE 1000
WEST PALM BEACH FL 33401

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 607.1501, 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 607.0503, Florida Statutes.

SIGNATURE

Signature of Registered Agent (Print Name and Title)

Print Name of Agent (Print Name and Title)

Date

12. OFFICERS AND DIRECTORS

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

D

CARDER, J. MARTIN
7200 W. CAMINO REAL, STE. 314
BOCA RATON FL 33433

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

D

BINNS, PHILIP A
7200 W. CAMINO REAL, STE. 314
BOCA RATON FL 33433

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

DELETE

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 provided 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. I am an officer or director of the corporation or the person or persons authorized to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 of this filing.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Philip A. Binns

3/27/96 (407) 582-0444

CR2E034 (12/95)