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**Jan 28 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 # P95000012341 (0)

1. Corporation Name
PROGRESS INTERNATIONAL, INC.



Principal Place of Business
**830 NORTH ATLANTIC AVE.
#B503
COCOA BEACH FL 32931**

Mailing Address
**830 NORTH ATLANTIC AVE.
#B503
COCOA BEACH FL 32931-3146**

3. Date Incorporated or Qualified **02/14/1995** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business
21 **1980 North Atlantic Ave.** 2a. Mailing Address
1980 North Atlantic Ave.
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 **# 902** 27 **# 902**
City & State City & State
23 **Cocoa Beach FL** 28 **Cocoa Beach, FL**
Zip Country Zip Country
24 **32931** 25 **USA** 29 **32931** 30 **USA**

4. FEI Number **59-3295365** 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**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
**CELIO, ALBERT D
976 BREVARD AVE.
SUITE A
ROCKLEDGE FL 32955**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	JAROV, VALENTINE V
STREET ADDRESS	830 N. ATLANTIC AVE., #B503
CITY - ST - ZIP	COCOA BEACH FL 32931
TITLE	D <input type="checkbox"/> DELETE
NAME	JAROVA, NINA A
STREET ADDRESS	830 N. ATLANTIC AVE., #B503
CITY - ST - ZIP	COCOA BEACH FL 32931
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	449 S. Atlantic Ave
1.4 CITY - ST - ZIP	Cocoa Beach FL 32931
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	449 S. Atlantic Ave
2.4 CITY - ST - ZIP	Cocoa Beach FL 32931
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 if changed, or on an attachment with an address.

SIGNATURE: *Nina Jarova* **NINA A. JAROVA** 01/15/97 407/799-1355
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)