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Sep 18 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 # P95000019831 (3)

1. Corporation Name  
VIDEO DESIGN GROUP, INC.



Principal Place of Business 8726 S.E. RIVERFRONT TERRACE TEQUESTA FL 33489	Mailing Address 8726 S.E. RIVERFRONT TERRACE TEQUESTA FL 33469-1813
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3. Date Incorporated or Qualified 03/10/1995	3a. Date of Last Report 05/01/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number 65-0594133 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
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9. Name and Address of Current Registered Agent

MAZZARANTANI, JULE E  
7771 W. OAKLAND PARK BLVD.  
SUITE 205  
SUNRISE FL 33351

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
			FL	

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

TITLE	DV	DELETE
NAME	SCHEER, JEFFREY D	
STREET ADDRESS	8726 S.E. RIVERFRONT TERRACE	
CITY-ST-ZIP	TEQUESTA FL	
TITLE	DP	DELETE
NAME	TARPLEY, JAY	
STREET ADDRESS	8726 S.E. RIVERFRONT TERRACE	
CITY-ST-ZIP	TEQUESTA FL	
TITLE	D	DELETE
NAME	ROSENBERG, SHELDON D	
STREET ADDRESS	8726 S.E. RIVERFRONT TERRACE	
CITY-ST-ZIP	TEQUESTA FL 33489	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DYST	Change	Addition
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE		Change	Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		Change	Addition
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		Change	Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		Change	Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		Change	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:

JEFFREY D. SCHEER 9-18-97 561-7415

CP2E034 (9/96)