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FILED
May 12 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 # P95000034732 (4)

1. Corporation Name
VICON INTERNATIONAL DEBT REDUCTION, INC.



Principal Place of Business
**800 N. FEDERAL HIGHWAY #480
 BOCA RATON FL 33432
 US**

Mailing Address
**800 N. FEDERAL HIGHWAY #480
 BOCA RATON FL 33432-2754
 US**

3. Date Incorporated or Qualified **04/28/1995** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business
 21 Suite, Apt. #, etc
 22 City **1020 NW 6th St, Bldg H&I
 Deerfield Beach, FL 33442**
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc
 27 **1020 NW 6th St, Bldg H&I
 Deerfield Beach, FL 33442**
 28 Zip Country
 29 30

4. FEI Number **65-0584270** 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
**GOODMAN, STEPHEN M
 900 N. FEDERAL HWY., SUITE 400
 BOCA RATON FL 33432**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83 **1020 NW 6th St, Bldg H&I
 Deerfield Beach, FL 33442**
 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 *Stephen M. Goodman* Stephen M. Goodman **4/30/97**
Signature, type or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	COLANGELO, STEPHEN	
STREET ADDRESS	4882 ROTHSCHILD DR	
CITY-ST-ZIP	CORAL SPRINGS FL	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	MANCUSO, JOY	
STREET ADDRESS	488 SE 11TH TERR	
CITY-ST-ZIP	DANIA FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	COLANGELO, VINCENT	
STREET ADDRESS	79 EASTMEW DR	
CITY-ST-ZIP	CALHALLA NY	
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	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	1020 NW 6th St, Bldg H&I	
1.4 CITY-ST-ZIP	Deerfield Beach, FL 33442	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	1020 NW 6th St, Bldg H&I	
2.4 CITY-ST-ZIP	Deerfield Beach, FL 33442	
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.

CR2E034 (9/96)

4/30/97 1801-991 2460