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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 # P95000043003 (9)

1. Corporation Name

PENGUIN AUTO RENTALS, INC.

Principal Place of Business

8900 S. HWY 17/92
MATLAND FL 32751

Mailing Address

8900 S. HWY 17/92
MATLAND FL 32751-3348



3. Date Incorporated or Qualified

05/26/1995

3a. Date of Last Report

04/23/1996

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

9. Name and Address of Current Registered Agent

THURSTON, RICHARD K
8900 S. HWY 17/92
MATLAND FL 32751

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

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

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 | D | <input type="checkbox"/> DELETE |
| NAME | THURSTON, RICHARD K | |
| STREET ADDRESS | 8328 RIDGEMAR COURT | |
| CITY - ST - ZIP | ORLANDO FL 32818 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | THURSTON, RONALD L | |
| STREET ADDRESS | 2176 EAGLES REST DRIVE | |
| CITY - ST - ZIP | APOPKA FL 32712 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | THURSTON, RONALD | |
| STREET ADDRESS | 2716 EAGLES REST DRIVE | |
| CITY - ST - ZIP | APOPKA FL 32712 | |
| 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

| | |
|--------------------|---|
| 11 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12 NAME | |
| 13 STREET ADDRESS | |
| 14 CITY - ST - ZIP | |
| 21 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 22 NAME | |
| 23 STREET ADDRESS | |
| 24 CITY - ST - ZIP | |
| 31 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 32 NAME | |
| 33 STREET ADDRESS | |
| 34 CITY - ST - ZIP | |
| 41 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 42 NAME | |
| 43 STREET ADDRESS | |
| 44 CITY - ST - ZIP | |
| 51 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 52 NAME | |
| 53 STREET ADDRESS | |
| 54 CITY - ST - ZIP | |
| 61 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 62 NAME | |
| 63 STREET ADDRESS | |
| 64 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:

Richard K Thurston
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Richard K Thurston 4-30-97 407 834-2288

CR2E034 (9/96)