

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P95000063600 (7)

1. Corporation Name

CLIFTON VENTURES III, 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

2a. Mailing Address

21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country

9. Name and Address of Current Registered Agent

WIENER, DAVID J ESQ.
1400 CENTREPARK BLVD.
SUITE 1000
WEST PALM BEACH FL 33401

3. Date Incorporated or Qualified

08/16/1995

3a. Date of Last Report

4. FID Number

65-0605497

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. 193.032,
Florida Statutes

Yes No

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 607.1676, 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 of the registered agent or the person authorized to accept appointment as registered agent

Signature of the President, Secretary or Treasurer of the corporation

Date

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	CARDER, MARTIN	
STREET ADDRESS	7200 W. CAMINO REAL, SUITE 314	
CITY-STATE-ZIP	BOCA RATON FL 33433	
TITLE	D	DELETE
NAME	BINNS, PHILIP A	
STREET ADDRESS	7200 W. CAMINO REAL, SUITE 314	
CITY-STATE-ZIP	BOCA RATON FL 33433	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE	Change	Addition
12. NAME		
13. STREET ADDRESS		
14. CITY-STATE-ZIP		
2. TITLE	Change	Addition
22. NAME		
23. STREET ADDRESS		
24. CITY-STATE-ZIP		
3. TITLE	Change	Addition
32. NAME		
33. STREET ADDRESS		
34. CITY-STATE-ZIP		
4. TITLE	Change	Addition
42. NAME		
43. STREET ADDRESS		
44. CITY-STATE-ZIP		
5. TITLE	Change	Addition
52. NAME		
53. STREET ADDRESS		
54. CITY-STATE-ZIP		
6. TITLE	Change	Addition
62. NAME		
63. STREET ADDRESS		
64. CITY-STATE-ZIP		

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)(a), Florida Statutes. I further certify that the information included 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, on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Philip A. Binns

3/27/96 (401) 362-0444

CR2E034 (12/95)