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May 05 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 # P95000088382 (3)

1. Corporation Name

TITLES, TITLES INC.

Principal Place of Business  
24 NORTHEAST 24TH AVENUE  
POMPANO BEACH FL 33062

Mailing Address  
24 NORTHEAST 24TH AVENUE  
POMPANO BEACH FL 33062-5206



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/17/1995		3a. Date of Last Report 03/20/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 65-0819266		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
23 Zip Country		28 Zip Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees			
24 Zip Country		29 Zip Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD  
343 ALMERIA AVENUE  
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name VINCENT GERARDI  
82 Street Address (P.O. Box Number is Not Acceptable)  
24 N.E. 24 AVENUE  
83  
84 City POMPANO BEACH FL 85 Zip Code 33062

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 provisions 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

4-22-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	GERARDI, VINCENT	1.2 NAME	
STREET ADDRESS	24 NORTHEAST 24TH AVENUE	1.3 STREET ADDRESS	
CITY - ST - ZIP	POMPANO BEACH FL 33062	1.4 CITY - ST - ZIP	
TITLE	STD	2.1 TITLE	
NAME	MANFREDONIA, SALVATORE J	2.2 NAME	
STREET ADDRESS	24 NORTHEAST 24TH AVENUE	2.3 STREET ADDRESS	
CITY - ST - ZIP	POMPANO BEACH FL 33062	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0145106

CR2E034 (9/96)