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Apr 04 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 # P96000011106 (7)

1. Corporation Name
HORIZON PAYROLL SERVICES, INC.



Principal Place of Business
**10759 SW 104TH STREET
 MIAMI FL 33178**

Mailing Address
**10759 SW 104TH STREET
 MIAMI FL 33178-8164**

3. Date Incorporated or Qualified: **02/05/1996**
 3a. Date of Last Report: **N/A**
 4. FEI Number: **69-0648797**
 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

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25
 2a. Mailing Address
 26 P.O. Box 162600
 Suite, Apt. #, etc.
 27 City & State
 28 MIAMI, FL
 Zip Country
 29 33116-2600 30 USA

9. Name and Address of Current Registered Agent
**LIEBERMAN, STEVEN
 9130 S. DADELAND BLVD. #1619
 MIAMI FL 33156**

10. Name and Address of New Registered Agent
 81 Name: **Richard E. Wine**
 82 Street Address (P.O. Box Number is Not Acceptable): **10759 SW 104 ST**
 83
 84 City: **MIAMI** FL 85 Zip Code: **33176**

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: **Richard E. Wine** (Signature) **Richard E. Wine** (Registered Agent signature required when reinstating) DATE: **3-29-97**

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	WINE, DELLA	
STREET ADDRESS	10759 SW 104TH STREET	
CITY - ST - ZIP	MIAMI FL 33178	
TITLE	VTSD	<input type="checkbox"/> DELETE
NAME	WINE, RICHARD	
STREET ADDRESS	10759 SW 104TH STREET	
CITY - ST - ZIP	MIAMI FL 33178	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
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.

SIGNATURE: **Della M. Wine (DELLA M. WINE)** 3-29-97 305-598-2747
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)