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May 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra E. Motham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96 0000 14813
1. Corporation Name
LEATHER + SPURS INC WPA

Principal Place of Business Mailing Address
5004 S. Dixie Hwy "Same"
WEST PALM BEACH, FL
33405-2914

21	2. Principal Place of Business	2a. Mailing Address
22	Suite, Apt. #, etc	Suite, Apt. #, etc
23	City & State	City & State
24	Zip	Country
25	Country	Zip
26	Country	Country

3. Date Incorporated or Qualified	3a. Date of Last Report
2-15-96	
4. FEI Number	Applied For
65-064 7937	Not Applicab
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent
JOHN T. PAXMAN Esq
515 N. FLAGLER DR SRT 1450
WPA, FL 33401

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
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 _____ DATE _____
Signature typed or printed name of registered agent and fee if applicable. NOTE: Registered Agent signature required when reinstating.

12. OFFICERS AND DIRECTORS

TITLE	JAMES ROSE President	<input type="checkbox"/> DELETE
NAME	JAMES ROSE	
STREET ADDRESS	5004 SOUTH DIXIE HWY	
CITY-ST-ZIP	WPA, FL 33405	
TITLE	WILLIAM KENT	<input checked="" type="checkbox"/> DELETE
NAME	WILLIAM KENT	
STREET ADDRESS	5004 SOUTH DIXIE HWY	
CITY-ST-ZIP	WPA, FL 33405	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	President	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE	NO LONGER OFFICER	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP
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TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP

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- Same or spots appear with chemical treatment.
- Visible lines appear when treated with water.
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- Microprint signature line is visible when viewed through a microscope.
* FEDERAL RESERVE BOARD OF GOVERNORS'S REG. NO. 1080

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MS 5/27

14. I do hereby certify that the information so information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. 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.