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May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000038964 (8)

1. Corporation Name
A & R AUTOMOTIVE, INC.

Principal Place of Business 10018 SPANISH ISLES BLVD. BAY 19 BOCA RATON FL 33428	Mailing Address 10018 SPANISH ISLES BLVD. BAY 19 BOCA RATON FL 33498-6324
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2. Principal Place of Business 21 Suite Apt. # etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 05/03/1996 3a. Date of Last Report Applied For Not Applicable 4. FEI Number 65-0667601 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
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9. Name and Address of Current Registered Agent ADAMS, JUDY 1119 SOUTH TERRADOS LANE BOCA RATON FL 33328	10. Name and Address of New Registered Agent 81 Name JUDY ADAMS 82 Street Address (P.O. Box Number is Not Acceptable) 1119 S. TERRADAS LN. 83 84 City BOCA RATON FL 85 Zip Code 33428
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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: *Judy M. Adams* DATE: 4/30/97
(NOTE: Registered Agent signature required when re-stating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D ROBERTS, LOCKE % 10018 SPANISH ISLES BLVD. BAY 19 BOCA RATON FL 33428	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D ADAMS, JUDY % 10018 SPANISH ISLES BLVD. BAY 19 BOCA RATON FL 33428	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D ROBERTS, SHANNON % 10018 SPANISH ISLES BLVD. BAY 19 BOCA RATON FL 33428	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D ADAMS, KENNETH E % 10018 SPANISH ISLES BLVD. BAY 19 BOCA RATON FL 33428	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: *Paula Roberts* DATE: 1.14.97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)