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Apr 29 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 # P96000040682 (2)

1. Corporation Name
PC NET GUIDES OF AMERICA, INC.



Principal Place of Business
3511 WEST COMMERCIAL BLVD.
FORT LAUDERDALE FL

Mailing Address
3511 WEST COMMERCIAL BLVD.
FORT LAUDERDALE FL 33308-3322

3. Date Incorporated or Qualified 05/06/1996	3a. Date of Last Report N/A
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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
25	30

9. Name and Address of Current Registered Agent

MORGAN, BRIAN A
37 CANTERBURY LANE
TAMARAC FL 33319

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	MORGAN, BRIAN A	
STREET ADDRESS	37 CANTERBURY LANE	
CITY-ST-ZIP	TAMARAC FL 33319	
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		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	GORDON, George S.	
1.3 STREET ADDRESS	6236 WINDLASS CIRCLE	
1.4 CITY-ST-ZIP	BOYNTON BEACH, FL 33437	
2.1 TITLE	D V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	GORDON, HARVEY L.	
2.3 STREET ADDRESS	11610 NW 37th STREET	
2.4 CITY-ST-ZIP	CORAL SPRINGS, FL 33065	
3.1 TITLE	D S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	GORDON, MITZI L.	
3.3 STREET ADDRESS	11610 NW 37 STREET	
3.4 CITY-ST-ZIP	CORAL SPRINGS, FL 33065	
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: George Gordon George GORDON - Pres. 4/22/97 854-379-1300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)