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Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
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 33309-3322

3. Date Incorporated or Qualified: 05/06/1996
3a. Date of Last Report: N/A
4. FEI Number: [] 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
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [x] Yes [] No

2. Principal Place of Business: 21 [] Suite, Apt. #, etc. 22 [] City & State 23 [] Zip 24 [] Country 25 []
2a. Mailing Address: 26 [] Suite, Apt. #, etc. 27 [] City & State 28 [] Zip 29 [] Country 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
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 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: [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: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: GEORGE GORDON - Pres. Date: 4/22/97 Daytime Phone #: 854-379-1300

CR2E034 (9/96)