

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000043029 (3)

1. Corporation Name
SUCCESS AMERICA, INC.



Principal Place of Business
4045 SHERIDAN AVENUE
SUITE 400
MIAMI BEACH FL 33140

Mailing Address
4045 SHERIDAN AVENUE
SUITE 400
MIAMI BEACH FL 33140-3665

3. Date Incorporated or Qualified
05/21/1996

3a. Date of Last Report

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	65-1681461	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 Country	30	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

CALDIROLA, BEATRIZ M
2782 NW 79TH AVE
MIAMI FL 33122

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, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	DELETED		1.1 TITLE	Change	Addition	
NAME	STEINBRECHER, LILIANA A			1.2 NAME			
STREET ADDRESS	2782 NW 79TH AVE			1.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL 33122			1.4 CITY-ST-ZIP			
TITLE	D	DELETED		2.1 TITLE	Change	Addition	
NAME	BOSICH, HILDA			2.2 NAME			
STREET ADDRESS	2782 NW 79TH AVE			2.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL 33122			2.4 CITY-ST-ZIP			
TITLE		DELETED		3.1 TITLE	Change	Addition	
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		DELETED		4.1 TITLE	Change	Addition	
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		DELETED		5.1 TITLE	Change	Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		DELETED		6.1 TITLE	Change	Addition	
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 a 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, or as an attachment with an address.

SIGNATURE:

Liliana A. Steinbrecher 1/1/1997

(25) 597-1111

CR2E034 (9/96)