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May 22 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000044558 (0)

1. Corporation Name
FACIAL IMAGES INC.

Principal Place of Business
3318 NE 16 PLACE
FT LAUDERDALE FL 33305

Mailing Address
3318 NE 16 PLACE
FT LAUDERDALE FL 33305-3717



3. Date Incorporated or Qualified 05/24/1996
3a. Date of Last Report

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 65-0682365		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.				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	
						Yes No	

9. Name and Address of Current Registered Agent

VESTA, JOYCE A
3318 NE 16 PLACE
FT LAUDERDALE FL 33305

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

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	1.1 TITLE	
NAME	VESTA, JOYCE A	1.2 NAME	
STREET ADDRESS	3318 NE 16 PLACE	1.3 STREET ADDRESS	
CITY - ST - ZIP	FT LAUDERDALE FL 33305	1.4 CITY - ST - ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		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:

Joyce A. Vesta
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-25-97 (954)
565-8493
Date Daytime Phone #

CR2E034 (9/96)