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Apr 08 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P96000061850 (9)**

1. Corporation Name  
**TRI-STAR LIMOS, INC.**

Principal Place of Business <b>105 S NARCISSUS AVE STE 701 WEST PALM BEACH FL 33401</b>	Mailing Address <b>105 S NARCISSUS AVE STE 701 WEST PALM BEACH FL 33401-5542</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>07/24/1996</b>	3a. Date of Last Report
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>Applied for</b>		Applied For <input type="checkbox"/> Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
24 Country	29 Country	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
<b>PARRISH, BRUCE W JR</b> <b>105 S NARCISSUS AVE STE 701</b> <b>WEST PALM BEACH FL 33401</b>		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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: **1/15/97**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>0 President</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HERSEY, HARRY W III</b>	1.2 NAME	
STREET ADDRESS	<b>1501 NORTHPOINT PKWY STE 100</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WEST PALM BEACH FL 33407</b>	1.4 CITY-ST-ZIP	
TITLE	<b>Vice President</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>David Zide</b>	2.2 NAME	
STREET ADDRESS	<b>2825 Hawthorne Ln.</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>West Palm Beach, FL 33409</b>	2.4 CITY-ST-ZIP	
TITLE	<b>Secretary Treasurer</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>John Cassidy</b>	3.2 NAME	
STREET ADDRESS	<b>501 Fern St.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>West Palm Beach, FL 33401</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 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, upon an attachment with an address.

SIGNATURE: *[Signature]* **Harry W. Hersey III** 4-1-97 561 640-5700  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)