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FILED
May 01 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 # P96000065157 (5)

1. Corporation Name
ROYCON HOLDINGS, INC.



Principal Place of Business
2801 NW 55TH COURT
BUILDING 6-E
FORT LAUDERDALE FL 33309

Mailing Address
2801 NW 55TH COURT
BUILDING 6-E
FORT LAUDERDALE FL 33309-2501

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified
08/02/1996

3a. Date of Last Report

4. FEI Number

65-0701909

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

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

MOYLE, BERNARD T ESQ.
ONE FINANCIAL PLAZA
SUITE 1600
FORT LAUDERDALE FL 33394

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 not stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
D
COOPER, JIMMIE ROY
2801 NW 55TH COURT, BLDG 6-E
FORT LAUDERDALE FL 33309

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
D
COOPER, CONSTANCE L
2801 NW 55TH COURT, BLDG 6-E
FORT LAUDERDALE FL 33309

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DELETE

TITLE
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DELETE

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CITY-ST-ZIP
DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change 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

CONSTANCE L. COOPER 4/10/97 (964) 736-1444

CR2E034 (9/96)