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Apr 21 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 # P96000066455 (2)

1. Corporation Name
HIGHFIN, INC.



Principal Place of Business Mailing Address
11382 PROSPERITY FARMS ROAD, SUITE 227 11382 PROSPERITY FARMS ROAD, SUITE 227
PALM BEACH GARDENS FL 33410 PALM BEACH GARDENS FL 33410-3483

3. Date Incorporated or Qualified 08/07/1996 3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 65-0692138 Applied For Not Applicable

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc. 5. Certificate of Status Desired \$8.75 Additional Fee Required

22 City & State 27 City & State 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

23 Zip Country 28 Zip Country 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24 25 29 30 8. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent

FORBES, PHILIP H ESQ
11382 PROSPERITY FARMS ROAD, SUITE 227
PALM BEACH GARDENS FL 33410

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 NAME STREET ADDRESS CITY - ST - ZIP	D LAVALLEE, DEAN E 4135 BURNS ROAD PALM BEACH GARDENS FL 33410	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	President Lavallee, Dean E. 4135 Burns Road Palm Beach Gardens FL 33410
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D FRED, RICHARD 4135 BURNS ROAD PALM BEACH GARDENS FL 33410	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Vice President Fred, Richard 4135 Burns Road Palm Beach Gardens FL 33410
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D CONNER, CHARLES 4135 BURNS ROAD PALM BEACH GARDENS FL 33410	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	Secretary/Treasurer Conner, Charles H. 4135 Burns Road Palm Beach Gardens FL 33410
TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 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: Charles H. Conner 4/14/97 561-6942091
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)