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May 06 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 # P96000077083 (9)

1. Corporation Name
AERIE INVESTMENTS, INC.



Principal Place of Business
5100 NW 33 AVE, SUITE #250
FT LAUDERDALE FL 33309

Mailing Address
5100 NW 33 AVE, SUITE #250
FT LAUDERDALE FL 33309-6342

3. Date Incorporated or Qualified 09/16/1996	3a. Date of Last Report
4. FEI Number	Applied For <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent JACOBSEN, MICHELLE 5100 NW 33 AVE, SUITE #250 FT LAUDERDALE FL 33309	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
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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 I accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE *Michelle Jacobsen* (954) 733-5954
Signature, typed or printed name, and title of registered agent (if not a registered agent, the name and title of the person authorized to sign on behalf of the corporation) (NOTE: Registered Agent signature required when renewing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	Change Addition
NAME	JACOBSEN, MICHELE	1.2 NAME	
STREET ADDRESS	5100 NW 33 AVE, SUITE #250	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL 33309	1.4 CITY-ST-ZIP	
TITLE	NAME	2.1 TITLE	Change Addition
NAME	RABURN, JOHN	2.2 NAME	
STREET ADDRESS	5100 NW 33 AVE, SUITE #250	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL 33309	2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	Change Addition
NAME	JACOBSEN, ERIK	3.2 NAME	
STREET ADDRESS	5100 NW 33 AVE, SUITE #250	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL 33309	3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	NAME	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 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: *Michelle Jacobsen* 4/20/97 (954) 733-5954

CR2E034 (9/96)