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FILED  
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 # P96000080929 (8)

1. Corporation Name  
VBS HOLDING CORP.

Principal Place of Business  
200 EAST LAS OLAS BLVD  
SUITE 1800  
FORT LAUDERDALE FL 33301

Mailing Address  
200 EAST LAS OLAS BLVD  
SUITE 1800  
FORT LAUDERDALE FL 33301-2248



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/26/1996		3a. Date of Last Report	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0724101		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent BRINKLEY, W. MICHAEL 200 EAST LAS OLAS BLVD SUITE 1800 FORT LAUDERDALE FL 33301				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 reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FAULKNER, CHARLES O	1.2 NAME	
STREET ADDRESS	3023 LUCANN	1.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN 46033	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUALMANN, DONNA	2.2 NAME	
STREET ADDRESS	7550 HINSON ST, APT 10C	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL 32819	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	Records Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WIGGINS, RICHARD B III	3.2 NAME	
STREET ADDRESS	10 FAIRWAY DRIVE, STE 205	3.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL 33441	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, changed, or on an attachment with an address.

SIGNATURE: *[Signature]*

RICHARD B. WIGGINS III

4/12/97

954-970-4211

CR2E034 (9/96)