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Mar 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 09/26/1996	
4. FEI Number 65-0724101		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	
7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input 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 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 accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D FAULKNER, CHARLES O	1.1 TITLE	
NAME	3023 LUCANN	1.2 NAME	
STREET ADDRESS	CARMEL IN 48033	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D QUALMANN, DONNA	2.1 TITLE	
NAME	7550 HINSON ST, APT 10C	2.2 NAME	
STREET ADDRESS	ORLANDO FL 32819	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	DRO WIGGINS, RICHARD B III	3.1 TITLE	DRO
NAME	10 FAIRWAY DRIVE, STE 205	3.2 NAME	WIGGINS, RICHARD B III
STREET ADDRESS	DEERFIELD BEACH FL	3.3 STREET ADDRESS	5869 MARGATE BOULEVARD
CITY-ST-ZIP		3.4 CITY-ST-ZIP	MARGATE FL 33063
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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: *Richard B. Wiggins* REGISTERED AGENT

2/26/98

CR2E034 (10/97)