

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED

Sep 17 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 # P96000094128 (1)

1. Corporation Name  
P & W HOLDING CORPORATION

Principal Place of Business  
MIZNER PARK  
433 PLAZA REO. SUITE 368  
BOCA RATON FL 33432

Mailing Address  
MIZNER PARK  
433 PLAZA REO. SUITE 368  
BOCA RATON FL 33432

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 11/18/1996	3a. Date of Last Report
4. FEI Number 105-0719894	Applied For 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <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	10. Name and Address of New Registered Agent
PATRICOFF, HAROLD D SHUTTS & BOWEN 201 S. BISCAYNE BLVD., 1600 MIAMI CENTER MIAMI FL 33131	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 PATRICOFF, HAROLD E SR REAL 365 <input checked="" type="checkbox"/> DELETE	1.1 TITLE	D PATRICOFF, HAROLD E, SR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MIZNER PARK 433 PLAZA REAL SUITE 368	1.2 NAME	MIZNER PARK 433 PLAZA REAL SUITE 368
STREET ADDRESS	BOCA RATON FL 33432	1.3 STREET ADDRESS	BOCA RATON, FL 33432
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D WARNER, RICHARD REAL 365 <input checked="" type="checkbox"/> DELETE	2.1 TITLE	D WARNER, RICHARD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MIZNER PARK 433 PLAZA REAL SUITE 368	2.2 NAME	MIZNER PARK 433 PLAZA REAL SUITE 368
STREET ADDRESS	BOCA RATON FL 33432	2.3 STREET ADDRESS	BOCA RATON, FL 33432
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		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 if changed, or on an attachment with an address.

SIGNATURE: [Signature]

CR2E034 (4/97)