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FILED  
Jun 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 # P96000101067 (2)

1. Corporation Name

PORTRAITS OF DISTINCTION THE STUDIO, INC.



Principal Place of Business  
516 N. FT HARRISON AVENUE  
CLEARWATER FL 34615

Mailing Address  
516 N. FT HARRISON AVENUE  
CLEARWATER FL 34615-3905

3. Date Incorporated or Qualified  
12/13/1996

3a. Date of Last Report

|                                |                        |   |   |
|--------------------------------|------------------------|---|---|
| 2. Principal Place of Business | 2a. Mailing Address    | 4. FEI Number   | Applied For   |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. | 59-3425781  | Not Applicable  |
| 22 City & State                | 27 City & State        | 5. Certificate of Status Desired  | \$8.75 Additional Fee Required                                      |
| 23 Zip                         | 28 Zip                 | 6. Election Campaign Financing Trust Fund Contribution                                  | \$5.00 May Be Added to Fees   |
| 24 Country                     | 30 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

10. Name and Address of New Registered Agent

BASKIN, HAMDEN H III  
516 N. FT. HARRISON AVENUE  
CLEARWATER FL 34615

|   |
|---|
| 81 Name   |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83  |
| 84 City   |
| 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                |                         |                    |                            |
|----------------|-------------------------|--------------------|----------------------------|
| TITLE          | D                       | 1.1 TITLE          | President                  |
| NAME           | JONES, NELSON           | 1.2 NAME           |                            |
| STREET ADDRESS | 516 N. FT. HARRISON AVE | 1.3 STREET ADDRESS |                            |
| CITY-ST-ZIP    | CLEARWATER FL 34615     | 1.4 CITY-ST-ZIP    |                            |
| TITLE          |                         | 2.1 TITLE          | Secretary/Treasurer        |
| NAME           |                         | 2.2 NAME           | Hamden H. Baskin, III      |
| STREET ADDRESS |                         | 2.3 STREET ADDRESS | 516 N. Ft. Harrison Avenue |
| CITY-ST-ZIP    |                         | 2.4 CITY-ST-ZIP    | Clearwater, FL 34615       |
| TITLE          |                         | 3.1 TITLE          |                            |
| NAME           |                         | 3.2 NAME           |                            |
| STREET ADDRESS |                         | 3.3 STREET ADDRESS |                            |
| CITY-ST-ZIP    |                         | 3.4 CITY-ST-ZIP    |                            |
| 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 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 (11/20/97)

(813) 447-2994

CR2E034 (9/96)