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Jul 01 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 # P97000000016 (0)

1. Corporation Name
PHOEBE, INC.

Principal Place of Business
7944 10TH AVENUE SOUTH
ST. PETERSBURG FL 33707

Mailing Address
7944 10TH AVENUE SOUTH
ST. PETERSBURG FL 33707-2704



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		12/26/1996	N/A
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		59-3422512	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28			\$5.00 May Be Added to Fees
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution	
24	25	29	30		
9. Name and Address of Current Registered Agent				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
CRABILL, DALE 7944 10TH AVENUE SOUTH ST. PETERSBURG FL 33707				<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	
CRABILL, DALE 7944 10TH AVENUE SOUTH ST. PETERSBURG FL 33707		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	1.1 TITLE	
NAME	CRABILL, DALE	1.2 NAME	
STREET ADDRESS	7944 10TH AVENUE SOUTH	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33707	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	DIAH, BHULA D	2.2 NAME	
STREET ADDRESS	2327 DESOTO WAY SOUTH	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33712	2.4 CITY-ST-ZIP	
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]

6/28/97

8.3-345-9413

CR2E034 (9/96)