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Jan 29 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 # S00136 (9)

1. Corporation Name
ART-IN-ACTION/CONNOISSEURSHIP, INC.



Principal Place of Business: 300 SE 5TH AVE #1100 BOCA RATON FL 33432
Mailing Address: 300 SE 5TH AVE #1100 BOCA RATON FL 33432-5059

3. Date Incorporated or Qualified: 09/05/1990
3a. Date of Last Report: 04/29/1996
4. FEI Number: 65-0250373
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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; 30 Country

9. Name and Address of Current Registered Agent
COOKE, BRIAN J.
249 ROYAL PALM WAY
SUITE 600
PALM BEACH FL 33480

10. Name and Address of New Registered Agent
81 Name: THOMAS M COSTELLO
82 Street Address (P.O. Box Number is Not Acceptable): 1300 N. FEDERAL HWY, STE 202
83
84 City: BOCA RATON FL 85 Zip Code: 33432

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] DATE: 1/24/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS.
TITLE: D LIVINGSTON, MIMI
NAME: LIVINGSTON, MIMI
STREET ADDRESS: 300 SE 5TH AVE #1100
CITY-ST-ZIP: BOCA RATON FL
TITLE: D LIVINGSTON, RICHARD M.
NAME: LIVINGSTON, RICHARD M.
STREET ADDRESS: 300 SE 5TH AVE #1100
CITY-ST-ZIP: BOCA RATON FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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: Mimi S. Livingston Jan 14 '97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)