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May 09 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 # V37117 (1)

1. Corporation Name
BATCHELOR FINE PHOTOGRAPHY, INC.

Principal Place of Business

140 S. COURTNEY PKWY
MERRITT ISLAND FL 32852
US

Mailing Address

140 S. COURTNEY PKWY
MERRITT ISLAND FL 32852-4509
US



2. Principal Place of Business

21 140 S. Courtenay Pkwy.
Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 140 S. Courtenay Pkwy.
Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified
04/29/1992

3a. Date of Last Report
05/01/1996

4. FEI Number
59-3125569

Applied For
Not Applicable

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

9. Name and Address of Current Registered Agent

BATCHELOR, DANNY A.
140 SOUTH COURTNEY PKWY-
MERRITT ISLAND FL 32852

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83 140 S. Courtenay Pkwy.

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

TITLE D
NAME BATCHELOR, DANNY A.
STREET ADDRESS 2550 FAIRFIELD DR
CITY-ST-ZIP COCOA FL

TITLE D
NAME BATCHELOR, PATRICIA L.
STREET ADDRESS 2550 FAIRFIELD DR
CITY-ST-ZIP COCOA FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE P
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP 32926

2.1 TITLE V
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP 32926

3.1 TITLE
3.2 NAME
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28.1 TITLE
28.2 NAME
28.3 STREET ADDRESS
28.4 CITY-ST-ZIP

29.1 TITLE
29.2 NAME
29.3 STREET ADDRESS
29.4 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 (9/96)