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Apr 04 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 # V46105 (5)

1. Corporation Name  
PHOENIX TRAVEL INC.

Principal Place of Business  
CEDAR SHORES PLAZA  
3535 S.E. MARICAMP RD., STE. 600  
OCALA FL 34471

Mailing Address  
CEDAR SHORES PLAZA  
3535 S.E. MARICAMP RD., STE. 600  
OCALA FL 34471-6216



3. Date Incorporated or Qualified 06/25/1992  
3a. Date of Last Report 04/23/1996

|                                |  |                     |  |   |  |                              |  |
|--------------------------------|--|---------------------|--|---|--|------------------------------|--|
| 2. Principal Place of Business |  | 2a. Mailing Address |  | 4. FEI Number   |  | Applied For                  |  |
| 21                             |  | 26                  |  | 59-3129513  |  | Not Applicable               |  |
| Suite, Apt. #, etc.            |  | Suite, Apt. #, etc. |  | 5. Certificate of Status Desired  |  | 8.75 Additional Fee Required |  |
| 22                             |  | 27                  |  | 6. Election Campaign Financing  |  | 5.00 May Be Added to Fees    |  |
| City & State                   |  | City & State        |  | Trust Fund Contribution   |  | Yes No                       |  |
| 23                             |  | 28                  |  | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes |  | Yes No                       |  |
| Zip                            |  | Zip                 |  | Country   |  | Country                      |  |
| 24                             |  | 29                  |  | 30  |  | 30                           |  |

9. Name and Address of Current Registered Agent

KNOPE, JOHN KING  
CEDAR SHORES PLAZA, SUITE 600  
3535 S.E. MARICAMP RD.  
OCALA FL 34471

10. Name and Address of New Registered Agent

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 *John King Knope* JOHN KING KNOPE 3-17-97  
(NOTE: Registered Agent signature required when reinstating) DATE

| 12. OFFICERS AND DIRECTORS |                       | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                 |
|----------------------------|-----------------------|---|-----------------|
| TITLE                      | 0 KNOPE, JOHN KING    | 1.1 TITLE   | Change Addition |
| NAME                       | % 3535 SE MARICAMP RD | 1.2 NAME  |                 |
| STREET ADDRESS             | OCALA FL              | 1.3 STREET ADDRESS                                    |                 |
| CITY-ST-ZIP                |                       | 1.4 CITY-ST-ZIP                                       | Change Addition |
| TITLE                      | DELETE                | 2.1 TITLE   | Change Addition |
| NAME                       |                       | 2.2 NAME  |                 |
| STREET ADDRESS             |                       | 2.3 STREET ADDRESS                                    |                 |
| CITY-ST-ZIP                |                       | 2.4 CITY-ST-ZIP                                       | Change Addition |
| TITLE                      | DELETE                | 3.1 TITLE   | Change Addition |
| NAME                       |                       | 3.2 NAME  |                 |
| STREET ADDRESS             |                       | 3.3 STREET ADDRESS                                    |                 |
| CITY-ST-ZIP                |                       | 3.4 CITY-ST-ZIP                                       | Change Addition |
| TITLE                      | DELETE                | 4.1 TITLE   | Change Addition |
| NAME                       |                       | 4.2 NAME  |                 |
| STREET ADDRESS             |                       | 4.3 STREET ADDRESS                                    |                 |
| CITY-ST-ZIP                |                       | 4.4 CITY-ST-ZIP                                       | Change Addition |
| TITLE                      | DELETE                | 5.1 TITLE   | Change Addition |
| NAME                       |                       | 5.2 NAME  |                 |
| STREET ADDRESS             |                       | 5.3 STREET ADDRESS                                    |                 |
| CITY-ST-ZIP                |                       | 5.4 CITY-ST-ZIP                                       | Change Addition |
| TITLE                      | DELETE                | 6.1 TITLE   | Change Addition |
| NAME                       |                       | 6.2 NAME  |                 |
| STREET ADDRESS             |                       | 6.3 STREET ADDRESS                                    |                 |
| CITY-ST-ZIP                |                       | 6.4 CITY-ST-ZIP                                       | Change Addition |

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 or changed, or on an attachment with an address.

SIGNATURE: *John King Knope* JOHN KING KNOPE 3-17-97 352-694-3535  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)