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**Feb 28 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 # V50775 (8)

1. Corporation Name
VENTURE INVESTMENTS, INC.



Principal Place of Business: **16499 N.E. 19TH AVENUE SUITE 212 NORTH MIAMI BEACH FL 33162**
Mailing Address: **16499 N.E. 19TH AVENUE SUITE 212 NORTH MIAMI BEACH FL 33162-4105**

3. Date Incorporated or Qualified: **07/13/1992**
3a. Date of Last Report: **06/18/1996**

2. Principal Place of Business: **21**
2a. Mailing Address: **26**

4. FEI Number: **65-0350628**
Applied For: Applied For
 Not Applicable

22. Suite, Apt. #, etc.: **27**

5. Certificate of Status Desired: **\$8.75 Additional Fee Required**

23. City & State: **28**

6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**

24. Zip: **25** Country: **29** Zip: **30** Country: **31**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**FRIEDMAN MICHAEL DEAN
1401 BRICKELL AVENUE 530
MIAMI FL 33131**

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	DST	<input type="checkbox"/> DELETE
NAME	SHILLER, STEPHEN	
STREET ADDRESS	16499 NE 19 AVE., #212	
CITY-ST-ZIP	NORTH MIAMI BEACH FL	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	SHILLER, DAVID	
STREET ADDRESS	16499 NE 19 AVE., #212	
CITY-ST-ZIP	NORTH MIAMI BEACH FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MOROZ, BORIS	
STREET ADDRESS	2030 S OCEAN DRIVE #1709	
CITY-ST-ZIP	HALLANDALE FL 33009	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: *Boris Moroz* **BORIS MOROZ** 2/26/97 (305) 949-9545
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (9/96)