

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

APPROVED
AND
FILED

97 JUL 23 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

pg. 192

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V51237 (8)

1. Corporation Name
THOROUGHbred CHALLENGE, INC.

Principal Place of Business 150 N HALIFAX DR ORMOND BEACH FL 32176	Mailing Address 150 N HALIFAX DR ORMOND BEACH FL 32176
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 07/15/1992	3a. Date of Last Report 08/05/1996
				4. FEI Number 59-3130832	Applied For Not Applicable
				5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fees Required
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent WOLFSON, BARBARA 150 N HALIFAX DR ORMOND BEACH FL 32176		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 200002251222-0 -07/29/97-01100-019 84 City *****165.0P FL *****165.0P	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	WOLFSON, STEPHEN	1.2 NAME	
STREET ADDRESS	150 N HALIFAX DR	1.3 STREET ADDRESS	
CITY - ST - ZIP	ORMOND BEACH FL	1.4 CITY - ST - ZIP	
TITLE	VSD	2.1 TITLE	
NAME	WOLFSON, BARBARA	2.2 NAME	
STREET ADDRESS	150 N HALIFAX DR	2.3 STREET ADDRESS	
CITY - ST - ZIP	ORMOND BEACH FL	2.4 CITY - ST - ZIP	
TITLE	TD	3.1 TITLE	
NAME	KASBAR, JOHN A.	3.2 NAME	
STREET ADDRESS	3880 SHERIDAN ST	3.3 STREET ADDRESS	
CITY - ST - ZIP	HOLLYWOOD FL	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: John A. Kasbar July 17, 1997 (904) 672-4404
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (4/97)