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FILED

**Jun 23 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 # F96000006528 (1)
1. Corporation Name
ACTION PERFORMANCE COMPANIES, INC.

9

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Principal Place of Business
**2401 W 1ST ST
TEMPE AZ 85281**

Mailing Address
**2401 W 1ST ST
TEMPE AZ 85281-2329**

3. Date Incorporated or Qualified 12/11/1996	3a. Date of Last Report
4. FEI Number 86-0704792	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	30

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name
82 Street Address / P.O. Box Number (if 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 _____ (NOTE: Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	DCP <input type="checkbox"/> DELETE
NAME	WAGENHALS, FRED W
STREET ADDRESS	2401 W 1ST ST
CITY-ST-ZIP	TEMPE AZ 85281
TITLE	CEO <input type="checkbox"/> DELETE
NAME	WAGENHALS, FRED W
STREET ADDRESS	2401 W 1ST ST
CITY-ST-ZIP	TEMPE AZ 85281
TITLE	DSV <input type="checkbox"/> DELETE
NAME	WAGENHALS, TOD J
STREET ADDRESS	2401 W 1ST ST
CITY-ST-ZIP	TEMPE AZ 85281
TITLE	DVT <input type="checkbox"/> DELETE
NAME	BESING, CHRISTOPHER S
STREET ADDRESS	2401 W 1ST ST
CITY-ST-ZIP	TEMPE AZ 85281
TITLE	D <input type="checkbox"/> DELETE
NAME	LLOYD, JACK M
STREET ADDRESS	2401 W 1ST ST
CITY-ST-ZIP	TEMPE AZ 85281
TITLE	D <input type="checkbox"/> DELETE
NAME	MANSHOT, ROBERT H
STREET ADDRESS	2401 W 1ST ST
CITY-ST-ZIP	TEMPE AZ 85281

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	200002219342--7
2.3 STREET ADDRESS	-06/23/97--01020--021
2.4 CITY-ST-ZIP	*****550.00 *****550.00
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	200002219342--7
4.3 STREET ADDRESS	-06/23/97--01020--022
4.4 CITY-ST-ZIP	*****8.75 *****8.75
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 recipient of 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: _____

CR2E034 (9/96)

Handwritten: JBW-23-97