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Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Moore
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M37189 (1)
1. Corporation Name
OFFSHORE PHOTOGRAPHERS, INC.



Principal Place of Business: C/O DOUGLAS B. GLASGOW, P.O. BOX 1439, PALM CITY FL 34991 US
Mailing Address: C/O DOUGLAS B. GLASGOW, P.O. BOX 1439, PALM CITY FL 34991-6439 US

3. Date Incorporated or Qualified: 08/22/1986
3a. Date of Last Report: 04/22/1996
4. FEI Number: 59-2705445
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

2. Principal Place of Business (21-24) and Mailing Address (25-30) details including Suite, Apt. #, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: GLASGOW, DOUGLAS B., 12451 TITAN WAY, PORT ST. LUCIE FL 34987

10. Name and Address of New Registered Agent (81-85) details including Name, Street Address, City, and Zip Code (FL).

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)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	GLASGOW, DOUGLAS B.	
STREET ADDRESS	12451 TITAN WAY	
CITY, ST, ZIP	PORT ST. LUCIE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GLASGOW, YVONNE O.	
STREET ADDRESS	12451 TITAN WAY	
CITY, ST, ZIP	PORT ST. LUCIE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		

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	
2.3 STREET ADDRESS	
2.4 CITY, ST, ZIP	
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	
4.3 STREET ADDRESS	
4.4 CITY, ST, ZIP	
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 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: Yvonne M. Glasgow Yvonne M. Glasgow 4/16/97 561-468-6343

CR2E034 (9/96)