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Mar 14 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 # 418323 (2)
1. Corporation Name
CUTLER RIDGE FOOTACTION, INC.



Principal Place of Business: 67 MILLBROOK STREET WORCESTER MA 01606
Mailing Address: 67 MILLBROOK STREET WORCESTER MA 01606-2817

3. Date Incorporated or Qualified: 02/05/1973
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business: 21 20505 SOUTH DIXIE, SUITE #100, SPACE 929, MIAMI, FL 33030, USA
2a. Mailing Address: 26 7880 BENT BRANCH DR, #100, IRVING, TX 75063, USA

4. FEI Number: 04-2513673
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

9. Name and Address of Current Registered Agent: UNITED STATES CORPORATION COMPANY, 1201 HAYS STREET, SUITE 105, TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 83, 84 City, 85 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 resigning) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	LARENCE, ROGER	
STREET ADDRESS	67 MILLBROOK ST	
CITY-ST-ZIP	WORCESTER, MA 00000	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	MCVEY, LARRY A	
STREET ADDRESS	67 MILLBROOK ST	
CITY-ST-ZIP	WORCESTER, MA 00000	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	WOZNIAK, EDWARD S.	
STREET ADDRESS	67 MILLBROOK ST	
CITY-ST-ZIP	WORCESTER, MA 00000	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	ANDERSON, THEODORE	
STREET ADDRESS	67 MILLBROOK ST	
CITY-ST-ZIP	WORCESTER, MA 00000	
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	D/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	RALPH T. PARKS	
1.3 STREET ADDRESS	7880 BENT BRANCH DR #100	
1.4 CITY-ST-ZIP	IRVING, TX 75063	
2.1 TITLE	D/VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CHARLES M. ALBERT	
2.3 STREET ADDRESS	7880 BENT BRANCH DR #100	
2.4 CITY-ST-ZIP	IRVING, TX 75063	
3.1 TITLE	VP IT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	HOMER W. GREER	
3.3 STREET ADDRESS	7880 BENT BRANCH DR. #100	
3.4 CITY-ST-ZIP	IRVING, TX 75063	
4.1 TITLE	VP IS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	MARK W. MAYER	
4.3 STREET ADDRESS	7880 BENT BRANCH DR #100	
4.4 CITY-ST-ZIP	IRVING, TX 75063	
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: _____

CR2E034 (9/96)