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Jan 27 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 # 487577 (9)

1. Corporation Name:
MANGROVE SYSTEMS, INC.



Principal Place of Business: 9720 PRINCESS PALM AVENUE #106 TAMPA FL 33619
Mailing Address: 9720 PRINCESS PALM AVENUE #106 TAMPA FL 33619-8346

3. Date Incorporated or Qualified: 09/30/1975
3a. Date of Last Report: 02/02/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number: 59-1647474	Applied For: Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired: <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution: <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Country	29. Zip	30. Country
24. Zip	25. Country	29. Zip	30. Country

9. Name and Address of Current Registered Agent: ED SAVITZ 220 S. FRANKLIN ST. TAMPA FL 33602	10. Name and Address of New Registered Agent: 81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City 85. Zip Code: FL
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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: ST	ROBERT L. WHITMAN	1.1 TITLE	
STREET ADDRESS: 9720 PRINCESS PALM AVE		1.2 NAME	
CITY-ST-ZIP: TAMPA FL		1.3 STREET ADDRESS	
TITLE: SP	SHEPHERD, R.C.	1.4 CITY-ST-ZIP	
NAME: SHEPHERD, R.C.		2.1 TITLE	
STREET ADDRESS: 9720 PRINCESS PALM AVE		2.2 NAME	
CITY-ST-ZIP: TAMPA FL		2.3 STREET ADDRESS	
TITLE:		2.4 CITY-ST-ZIP	
NAME:		3.1 TITLE	
STREET ADDRESS:		3.2 NAME	
CITY-ST-ZIP:		3.3 STREET ADDRESS	
TITLE:		3.4 CITY-ST-ZIP	
NAME:		4.1 TITLE	
STREET ADDRESS:		4.2 NAME	
CITY-ST-ZIP:		4.3 STREET ADDRESS	
TITLE:		4.4 CITY-ST-ZIP	
NAME:		5.1 TITLE	
STREET ADDRESS:		5.2 NAME	
CITY-ST-ZIP:		5.3 STREET ADDRESS	
TITLE:		5.4 CITY-ST-ZIP	
NAME:		6.1 TITLE	
STREET ADDRESS:		6.2 NAME	
CITY-ST-ZIP:		6.3 STREET ADDRESS	
TITLE:		6.4 CITY-ST-ZIP	

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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 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, trustee, or employee 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: _____ (Signature of Robert C. Shepherd)
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: ROBERT C. SHEPHERD
Date: 1/17/97
Daytime Phone #: 813-626-5400

CR2E034 (9/96)