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Feb 11 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 # 853947 (0)

1. Corporation Name
VPSI, INC.



Principal Place of Business: 1220 RANKIN TROY MI 48063
Mailing Address: 1220 RANKIN TROY MI 48063-6004

3. Date Incorporated or Qualified: 08/31/1982
3a. Date of Last Report: 04/08/1996
4. FEI Number: 38-2179784
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 Suite, Apt #, etc; 22 City & State; 23 Zip; 24 Country
2a. Mailing Address: 26 Suite, Apt #, etc; 27 City & State; 28 Zip; 29 Country; 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not 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 reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	MILLER, S	
STREET ADDRESS	125 BASIN STREET SUITE 210	
CITY- ST- ZIP	DAYTONA BEACH FL 32114	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	STEBBINS, W J	
STREET ADDRESS	12000 CHRYSLER DR.	
CITY- ST- ZIP	HIGHLAND PK MI	
TITLE	CT	<input type="checkbox"/> DELETE
NAME	GRASSA, M.M.	
STREET ADDRESS	1220 RANKIN	
CITY- ST- ZIP	TROY MI 48083	
TITLE	S	<input type="checkbox"/> DELETE
NAME	NORWALK, D	
STREET ADDRESS	125 BASIN STREET SUITE 210	
CITY- ST- ZIP	DAYTONA BEACH FL 32114	
TITLE	V	<input type="checkbox"/> DELETE
NAME	STUART, A.R.	
STREET ADDRESS	1220 RANKIN	
CITY- ST- ZIP	TROY MI 48083	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PEDERSON, S C	
STREET ADDRESS	1220 RANKIN	
CITY- ST- ZIP	TROY MI 48083	

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 checked="" type="checkbox"/> Addition
2.2 NAME	P HENNING, R.J.
2.3 STREET ADDRESS	1220 RANKIN
2.4 CITY- ST- ZIP	TROY, MI 48083
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: Michelle Grassa Michelle Grassa 1/27/97 (810) 597-3844
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
Controller/Treasurer

CR2E034 (9/96)