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Apr 30 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 # 854237 (5)

1. Corporation Name
MATRIX* SALES & MARKETING INCORPORATED



Principal Place of Business
111 E CENTRAL AVE
SUITE 111
HOWEY IN THE HILLS FL 34737
US

Mailing Address
P O BOX 236
P.O. BOX 236
YALAHUA FL 34797-0236
US

3. Date Incorporated or Qualified
09/30/1982

3a. Date of Last Report
05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	59-1953165	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23	28		
Zip	Zip	Country	Country
24	25	29	30

9. Name and Address of Current Registered Agent

BURNS, ROBERT J.
8215 OAK ST.
BOX 236
YALAHUA FL 34797

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PS	1.1 TITLE	
NAME	BURNS, ROBERT J.	1.2 NAME	
STREET ADDRESS	8215 OAK ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	YALAHUA FL	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	
NAME	HAMMOND, DONNA L.	2.2 NAME	
STREET ADDRESS	RTE 1, BOX 230	2.3 STREET ADDRESS	
CITY-ST-ZIP	ALACHUA FL	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	
NAME	EDINGTON, LORRAINE E.	3.2 NAME	
STREET ADDRESS	8215 OAK ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	YALAHUA FL	3.4 CITY-ST-ZIP	
TITLE	AVP	4.1 TITLE	
NAME	WALTON, GALE L	4.2 NAME	
STREET ADDRESS	27645 LOIS DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	TAVARES FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date _____ Daytime Phone # _____

CR2E034 (9/96)