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**Apr 18 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000004492 (3)
1. Corporation Name
CONESTOGA-ROVERS & ASSOCIATES, INC.



Principal Place of Business 2055 NIAGARA FALLS BLVD #3 NIAGARA FALLS NY 14304	Mailing Address 2055 NIAGARA FALLS BLVD #3 NIAGARA FALLS NY 14304-5702
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3. Date Incorporated or Qualified 09/15/1995	3a. Date of Last Report 06/21/1996
4. FEI Number 16-1229774	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip Country	28. Zip Country
24. Zip	29. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

B1. Name	B2. Street Address (P.O. Box Number is Not Acceptable)	B3.	B4. City	B5. 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) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DCP	<input type="checkbox"/> DELETE
NAME	ROVERS, FRANK A	
STREET ADDRESS	14 POST HORN PL	
CITY-ST-ZIP	WATERLOO, ONTARIO N2L -5E9	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	MONTEITH, BRUCE	
STREET ADDRESS	231 OLD ABBEYE RD	
CITY-ST-ZIP	WATERLOO, ONTARIO N2K -3A1	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	SHEPHERD, RICHARD	
STREET ADDRESS	252 SHAGBARK CT	
CITY-ST-ZIP	WATERLOO, ONTARIO N2K -2Z7	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	KAY, JAMES K	
STREET ADDRESS	10 JAMES CT	
CITY-ST-ZIP	HEIDELBERG, ONTARIO NOB -1Y0	
TITLE	DT	<input type="checkbox"/> DELETE
NAME	HAYCOCK, DONALD H	
STREET ADDRESS	3 GRAND RIVER DR	
CITY-ST-ZIP	WATERLOO, ONTARIO N2J -4G8	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	ROBERTS, EDWARD	
STREET ADDRESS	367 FORESTLAWN RD	
CITY-ST-ZIP	WATERLOO, ONTARIO N2K -2J4	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	FREHNER, RONALD	
1.3 STREET ADDRESS	3520 HARRIETT AVE	
1.4 CITY-ST-ZIP	SHOREVIEW, MN 55126	
2.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CLEGG, BRUCE	
2.3 STREET ADDRESS	245 COE RD	
2.4 CITY-ST-ZIP	CLARENDON HILLS, IL 60657	
3.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	BOEVERS, BRIAN	
3.3 STREET ADDRESS	1876 132 AVE NW	
3.4 CITY-ST-ZIP	COON RAPIDS, MN 55446	
4.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	CRUTCHER, ANTHONY	
4.3 STREET ADDRESS	29 TALLWOOD DR	
4.4 CITY-ST-ZIP	WEST MONTROSE, ONTARIO NOB 2V0	
5.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	SHANNON, EARL	
5.3 STREET ADDRESS	RR # 4	
5.4 CITY-ST-ZIP	BRIGHT ONTARIO N0S 1B0	
6.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	VAN NORMAN, ALAN	
6.3 STREET ADDRESS	110 OLD MILL RD	
6.4 CITY-ST-ZIP	CAMBRIDGE ONTARIO N3H 4R8	

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 _____ **Alan Van Norman, Vice Pres. April 10, 1997 (519)725-3313**

CR2E034 (9/96)

Item #13 Additions/Changes to Officers & Directors

1.1 Title DV Change Addition
1.2 Name Turchan, Glenn
1.3 Street Address 253 Golf Course Road
1.4 City - St- Zip Conestogo, Ontario N0B 1N0

1.1 Title DV Change Addition
1.2 Name Schwark, Ron
1.3 Street Address 339 Dale Cres
1.4 City - St- Zip Waterloo, Ontario N2J 3Y6

1.1 Title DV Change Addition
1.2 Name Richardson, Ian
1.3 Street Address 216 Elmhurst Crt
1.4 City - St- Zip Waterloo, Ontario N2V 1X6

1.1 Title DV Change Addition
1.2 Name Michels, Jack
1.3 Street Address 177 Shade Street
1.4 City - St- Zip New Hamburg, Ontario N0B 2G0

1.1 Title DV Change Addition
1.2 Name Quigley, Stephen
1.3 Street Address 524 Hallmark Drive
1.4 City - St- Zip Waterloo, Ontario N2K 3P5