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Jul 17 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 # *F46000000593*

1. Corporation Name
BURNUP & SIMS TSI, INC.

Principal Place of Business 2171 TUCKER INDUSTRIAL RD. TUCKER, GA 30084	Mailing Address 3155 NW 77 AVENUE MIAMI, FL 33122
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/17/96	3a. Date of Last Report N/A
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-2092123	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 SOUTH 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's signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PRESIDENT <input type="checkbox"/> DELETE
NAME	ROBERT GRUNO
STREET ADDRESS	2171 TUCKER INDUSTRIAL RD.
CITY-ST-ZIP	TUCKER GA 30084
TITLE	VICE PRESIDENT <input type="checkbox"/> DELETE
NAME	ISMAEL PERERA
STREET ADDRESS	3155 NW 77 AVENUE
CITY-ST-ZIP	MIAMI FL 33122
TITLE	VICE PRESIDENT & TREASURER <input type="checkbox"/> DELETE
NAME	EDWIN D. JOHNSON
STREET ADDRESS	3155 NW 77 AVENUE
CITY-ST-ZIP	MIAMI FL 33122
TITLE	CORPORATE SECRETARY <input type="checkbox"/> DELETE
NAME	NANCY J. DAMON
STREET ADDRESS	3155 NW 77 AVENUE
CITY-ST-ZIP	MIAMI, FL 33122
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	<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 type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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	

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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 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: *Nancy J. Damon* **NANCY J. DAMON** Date: **6/30/97** Daytime Phone #: **(305) 599-1800**

CR2E034 (9/96)