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FILED
Feb 03 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 # P94000078343 (8)
 1. Corporation Name

RSW INTERNATIONAL, INC
 Principal Place of Business Mailing Address
20957 CIPRES WAY 20957 CIPRES WAY
BOCA RATON, FL 33433 BOCA RATON, FL 33433

2. Principal Place of Business		2a. Mailing Address	
21	26	3. Date Incorporated or Qualified	
Suite, Apt #, etc.		10/17/1994	
City & State		3a. Date of Last Report	
23		9/13/96	
24	25	4. FEI Number	
Zip	Country	65-0579957	
28	29	5. Certificate of Status Desired	
City & State	City & State	X	
30	31	8.75 Additional Fee Required	
Zip	Country	6. Election Campaign Financing	
28	29	Trust Fund Contribution	
30	31	5.00 May Be Added to Fees	
Country	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
28	29	Yes No	

9. Name and Address of Current Registered Agent
THOMAS, DONALD
4800 NO. FEDERAL HIGHWAY
SUITE 205B
BOCA RATON, FL 33431

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

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 registering)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
D	WINESS, ROBERT S	20957 CIPRES WAY	BOCA RATON, FL 33433	
P	WINESS, MICHAEL M	20957 CIPRES WAY	BOCA RATON, FL 33433	
				<input type="checkbox"/> DELETE
				<input type="checkbox"/> DELETE
				<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12	NAME	
13	STREET ADDRESS	
14	CITY-ST-ZIP	
21	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22	NAME	
23	STREET ADDRESS	
24	CITY-ST-ZIP	
31	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32	NAME	
33	STREET ADDRESS	
34	CITY-ST-ZIP	
41	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42	NAME	
43	STREET ADDRESS	
44	CITY-ST-ZIP	
51	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52	NAME	
53	STREET ADDRESS	
54	CITY-ST-ZIP	
61	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62	NAME	
63	STREET ADDRESS	
64	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 to this address.

SIGNATURE: *Michael Winess* MICHAEL WINESS
 Date: 1/28/97

CR2E034 (9/96)