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Jan 28 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 # P96000015130 (3)

1. Corporation Name
RUNAWAY SOFTWARE, INC.



Principal Place of Business: 839 HERITAGE DR FT LAUDERDALE FL 33326
Mailing Address: 839 HERITAGE DR FT LAUDERDALE FL 33326-4544

3. Date Incorporated or Qualified: 02/14/1996
3a. Date of Last Report

2. Principal Place of Business: 17692 NW Gilbert Lane, Portland, OR 97229
2a. Mailing Address: 17692 Gilbert Lane, Portland, OR 97229
4. FEI Number: 65-0652397
5. Certificate of Status Desired: [X] Yes \$8.75 Additional Fee Required
6. Election Campaign Financing: [] No \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [X] Yes [] No

9. Name and Address of Current Registered Agent: WILLNER, MARK P, 839 HERITAGE DR, FT LAUDERDALE FL 33326
10. Name and Address of New Registered Agent: 81 Name: Mark D. Hoffman, 82 Street Address: 18415 Ruffian Way, 83 City: Boca Raton, FL, 84 Zip Code: 33496

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: Mark D Hoffman, Mark D Hoffman, DATE: 1/16/97

12. OFFICERS AND DIRECTORS: President, Sec-Treasurer: Mark P. Willner, 17692 Gilbert Lane, Portland, OR 97229; Vice-President: Mark D. Hoffman, 18415 Ruffian Way, Boca Raton, FL 33496
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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: Mark P. Willner, Mark P. Willner President 1/31/97 503-

CR2E034 (9/96)