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Feb 24 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 # P96000036067 (2)

1. Corporation Name

SECOND FOUNDATION CORPORATION



Principal Place of Business

510 SUNSET RD.
BOYNTON BEACH FL 33435

Mailing Address

510 SUNSET RD.
BOYNTON BEACH FL 33435-7929

3. Date Incorporated or Qualified

04/25/1996

3a. Date of Last Report

2. Principal Place of Business

21 Suite, Apt #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt #, etc.

27 City & State

28 Zip

Country

4. FEI Number

65-0681186

Applied For

Not Applicable

6. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

C T 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

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME POPOWICH, DAVID
STREET ADDRESS 555 HEMINGWAY PLACE
CITY-ST-ZIP WATERLOO, ONTARIO N2T 1Z4

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D/P
1.2 NAME POPOWICH, DAVID
1.3 STREET ADDRESS 555 HEMINGWAY PLACE
1.4 CITY-ST-ZIP WATERLOO, ONTARIO N2T 1Z4

2.1 TITLE V
2.2 NAME CHECKLICK, PETER
2.3 STREET ADDRESS 510 SUNSET ROAD
2.4 CITY-ST-ZIP BOYNTON BEACH, FLORIDA 33435

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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:

DAVID POPOWICH

Feb 3/97

519-885-2040

CR2E034 (9/96)