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**May 01 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 # P96000044553 (1)

1. Corporation Name
DEVOLUTION, INC.



Principal Place of Business: **2600 S.W. THIRD AVE. SUITE 800 MIAMI FL 33129**
Mailing Address: **2600 S.W. THIRD AVE. SUITE 800 MIAMI FL 33129-2326**

3. Date Incorporated or Qualified: **05/24/1996**
3a. Date of Last Report: [Blank]
4. FEI Number: **65-0666569**
Applied For: Not Applicable
5. 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

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

9. Name and Address of Current Registered Agent
**CORPORATION COMPANY OF MIAMI
201 S. BISCAYNE BLVD.
1800 MIAMI CENTER
MIAMI FL 33131**

10. Name and Address of New Registered Agent
81. Name: [Blank]
82. Street Address (P.O. Box Number is Not Acceptable): [Blank]
83. [Blank]
84. City: [Blank] FL 85. Zip Code: [Blank]

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: [Blank] (NOTE: Registered Agent signature required when reinstating) DATE: [Blank]

12. OFFICERS AND DIRECTORS

TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	HORAN, SETH A
STREET ADDRESS	403 DARWIN DR.
CITY-ST-ZIP	SNYDER NY 14228
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	PERRONE, JOSEPH
STREET ADDRESS	5600 S.W. 84TH TERR.
CITY-ST-ZIP	MIAMI FL 33143
TITLE	D <input type="checkbox"/> DELETE
NAME	KONTURAS, SENECA
STREET ADDRESS	1308 DREXEL AVE., APT. 201
CITY-ST-ZIP	MIAMI BEACH FL 33139
TITLE	D <input type="checkbox"/> DELETE
NAME	FALK, MICHAEL I
STREET ADDRESS	7225 S.W. 53RD CT.
CITY-ST-ZIP	MIAMI FL
TITLE	<input type="checkbox"/> DELETE
NAME	[Blank]
STREET ADDRESS	[Blank]
CITY-ST-ZIP	[Blank]
TITLE	<input type="checkbox"/> DELETE
NAME	[Blank]
STREET ADDRESS	[Blank]
CITY-ST-ZIP	[Blank]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	[Blank]
1.3 STREET ADDRESS	[Blank]
1.4 CITY-ST-ZIP	[Blank]
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	[Blank]
2.3 STREET ADDRESS	[Blank]
2.4 CITY-ST-ZIP	[Blank]
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	[Blank]
3.3 STREET ADDRESS	13 MEVAN AVE
3.4 CITY-ST-ZIP	ENGLEWOOD, NJ 07631
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	[Blank]
4.3 STREET ADDRESS	13161 WHITEHAVEN LN
4.4 CITY-ST-ZIP	FT MYERS, FL 33912
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	[Blank]
5.3 STREET ADDRESS	[Blank]
5.4 CITY-ST-ZIP	[Blank]
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	[Blank]
6.3 STREET ADDRESS	[Blank]
6.4 CITY-ST-ZIP	[Blank]

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: *Sandra B. Mortham* DATE: **4/18/97** DAYTIME PHONE: **201-569-2624**

CR2E034 (9/96)