

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
----------------------------------------------------	-----------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------

DOCUMENT # P96000063106 (4)
 1. Corporation Name
CLW SYSTEMS, INC.



Principal Place of Business SCOTCH ROAD MERCER COUNTY AIRPORT TRENTON NJ 08628	Mailing Address SCOTCH ROAD MERCER COUNTY AIRPORT TRENTON NJ 08628
--------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/29/1996

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

4. FEI Number 65-0696089	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**BERGER, JAMES L
 100 NORTHEAST THIRD AVENUE
 SUITE 400
 FT. LAUDERDALE FL 33301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LINEBARGER, LEON	1.2 NAME	
STREET ADDRESS	SCOTCH ROAD MERCER COUNTY AIRPORT	1.3 STREET ADDRESS	
CITY-ST-ZIP	TRENTON NJ 08628	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OWINGS, BILL	2.2 NAME	
STREET ADDRESS	SCOTCH ROAD MERCER COUNTY AIRPORT	2.3 STREET ADDRESS	
CITY-ST-ZIP	TRENTON NJ 08628	2.4 CITY-ST-ZIP	
TITLE	CP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOODSON, MICHAEL J.	3.2 NAME	
STREET ADDRESS	SCOTCH ROAD MERCER COUNTY AIRPORT	3.3 STREET ADDRESS	
CITY-ST-ZIP	TRENTON NJ	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRIS, TERRI	4.2 NAME	
STREET ADDRESS	SCOTCH ROAD MERCER COUNTY AIRPORT	4.3 STREET ADDRESS	
CITY-ST-ZIP	TRENTON NJ	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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 _____

CR2E034 (10/97)