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Apr 30 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Northrup
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000082295 (5)

1. Corporation Name
ATOP SECURITY, INC.



Principal Place of Business
100 E LINTON BLVD
SUITE 302A
DELRAY BEACH FL 33483

Mailing Address
100 E LINTON BLVD
SUITE 302A
DELRAY BEACH FL 33483-3338

3. Date incorporated or Qualified 12/02/1993	3a. Date of Last Report 05/01/1996
4. FEI Number 65-0457423	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

JUDGE, PATRICIA A
1555 PALM BEACH LAKES BLVD
SUITE 1600
WEST PALM BEACH FL 33401

10. Name and Address of New Registered Agent

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 Zip Code
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 _____ (NOTE: Registered Agent's signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		DELETED
TITLE	P	<input type="checkbox"/>
NAME	JUDGE, THOMAS P SR.	
STREET ADDRESS	100 E LINTON BLVD SUITE 302A	
CITY-ST-ZIP	DELRAY BEACH FL 33483	
TITLE	V	<input type="checkbox"/>
NAME	JUDGE, THOMAS P JR.	
STREET ADDRESS	100 E LINTON BLVD SUITE 302A	
CITY-ST-ZIP	DELRAY BEACH FL 33483	
TITLE	S	<input type="checkbox"/>
NAME	JUDGE, BETTY	
STREET ADDRESS	100 E LINTON BLVD SUITE 302A	
CITY-ST-ZIP	DELRAY BEACH FL 33483	
TITLE	T	<input type="checkbox"/>
NAME	FALASZ, SUSAN	
STREET ADDRESS	100 E LINTON BLVD SUITE 302A	
CITY-ST-ZIP	DELRAY BEACH FL 33483	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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 _____ DATE 4/22/97 (561)243-3162

CR2E034 (9/96)