

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P93000072672 (7)

1. Corporation Name
12 FATHOMS, INC.

Principal Place of Business

433 FIRST AVE. N.E.
LARGO FL 34640

Mailing Address

P.O. BOX 1409
LARGO FL 33779-1409
US

FILED
May 02 1997 8:00am
Secretary of State



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 433 First Ave. N.E.		26 P.O. BOX 1409		10/19/1993	06/07/1996
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 Largo, FL.		28 City & State		59-3072461	Not Applicable
24 33770		29 Zip		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25 Country		30 Country		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 <input checked="" type="checkbox"/> No <input type="checkbox"/>

9. Name and Address of Current Registered Agent

MERRYWEATHER, TOM
433 1ST AVE N.E.
LARGO FL 34640

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 reappointing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MERRYWEATHER, TOM	1.2 NAME	
STREET ADDRESS	433 1ST AVE. N.E.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL 34640	1.4 CITY-ST-ZIP	Largo, FL. 33770
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MERRYWEATHER, IRIS	2.2 NAME	
STREET ADDRESS	433-1ST AVENUE N.E.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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		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 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, changed, or on an attachment with an address.

SIGNATURE

[Signature]

CR2E034 (9/96)