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Jan 22 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 # F33463 (3)

1. Corporation Name
PHIPSTAR, INC.



Principal Place of Business
3110 CAPITAL CIRCLE NE
SECOND FLOOR
TALLAHASSEE FL 32308
US

Mailing Address
3110 CAPITAL CIRCLE NE
SECOND FLOOR
TALLAHASSEE FL 32308-3706
US

3. Date Incorporated or Qualified 05/05/1981	3a. Date of Last Report 06/24/1996
4. FEI Number 59-2069474	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 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 Country
24	29
25	30

9. Name and Address of Current Registered Agent

LANE, W.H.
3110 CAPITAL CIRCLE NE SECOND FLOOR
P.O. BOX 3048
TALLAHASSEE FL 32308

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	
NAME	PHIPPS, COLIN S	12 NAME	
STREET ADDRESS	4300 N MERIDIAN ROAD	13 STREET ADDRESS	
CITY - ST - ZIP	TALLAHASSEE, FL 00000	14 CITY - ST - ZIP	
TITLE	ST	21 TITLE	
NAME	LANE, W.H.	22 NAME	
STREET ADDRESS	3919 LAKEVIEW DRIVE	23 STREET ADDRESS	
CITY - ST - ZIP	TALLAHASSEE, FL 00000	24 CITY - ST - ZIP	
TITLE	DC	31 TITLE	
NAME	PHIPPS, JOHN E	32 NAME	
STREET ADDRESS	ORCHARD POND PLANTATION	33 STREET ADDRESS	
CITY - ST - ZIP	TALLAHASSEE, FL 00000	34 CITY - ST - ZIP	
TITLE	D	41 TITLE	
NAME	BOYLE, DENNIS O.	42 NAME	
STREET ADDRESS	3078 SHAMROCK NORTH	43 STREET ADDRESS	
CITY - ST - ZIP	TALLAHASSEE FL	44 CITY - ST - ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/7/97 904-297-6082
Date Daytime Phone #

CR2E034 (9/96)