

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

FILED

Jan 27 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 # F93000003689 (7)
1. Corporation Name
PADDINGTON RESOURCES INC.



Principal Place of Business 1761 BUTTONBUSH CIRCLE PALM CITY FL 34990	Mailing Address 1761 BUTTONBUSH CIRCLE PALM CITY FL 34990-8083
---	--

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	3. Date Incorporated or Qualified 08/10/1993	3a. Date of Last Report 04/19/1996	4. FEI Number 65-0361001	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent BEDFORD, BRUCE P 1761 BUTTONBUSH CIRCLE PALM CITY FL 34990		10. Name and Address of New Registered Agent B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City FL B5 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 in compliance with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE *Bruce Paul Bedford* **BRUCE PAUL BEDFORD** *CYNIA, CEO* **1/20/97**
Signature, typed or printed name of registered agent and 19e if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CPT	NAME BEDFORD, BRUCE PAUL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 1761 BUTTONBUSH CIRCLE	CITY-ST-ZIP PALM CITY FL 34990	1.2 NAME	
	<input type="checkbox"/> DELETE	1.3 STREET ADDRESS	
TITLE DV	NAME BEDFORD, SUSAN LOGAN	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 20 RIVER ROAD, APT. 8-F	CITY-ST-ZIP NEW YORK NY 10044	2.1 TITLE	
	<input type="checkbox"/> DELETE	2.2 NAME	
TITLE DV	NAME BEDFORD, JULIE ANN	2.3 STREET ADDRESS	
STREET ADDRESS 4650 NORTH WASHINGTON BLVD APT 821	CITY-ST-ZIP ARLINGTON VA 22201	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	3.1 TITLE	
TITLE S	NAME RIGOT, JOSEPH M	3.2 NAME	
STREET ADDRESS 2000 COURTHOUSE PLAZA NE	CITY-ST-ZIP DAYTON OH 43401-8801	3.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE V	NAME BEDFORD, ANN LOGAN	4.1 TITLE	
STREET ADDRESS 1761 BUTTONBUSH CIRCLE	CITY-ST-ZIP PALM CITY FL	4.2 NAME	
	<input type="checkbox"/> DELETE	4.3 STREET ADDRESS	
TITLE		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.1 TITLE	
STREET ADDRESS		5.2 NAME	
CITY-ST-ZIP		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.1 TITLE	
		6.2 NAME	
		6.3 STREET ADDRESS	
		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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, unchanged, or on an attachment with an address.

SIGNATURE: *Bruce Paul Bedford* **1/20/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)