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Apr 25 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # F93000004548 (4)

1. Corporation Name

MERIT CAPITAL ASSOCIATES, INCORPORATED



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| Principal Place of Business 1221 POST ROAD EAST WESTPORT CT 06880 US | Mailing Address 1221 POST ROAD EAST WESTPORT CT 06880-5430 US |
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| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country | 3. Date Incorporated or Qualified 10/06/1993 | 3a. Date of Last Report 01/29/1996 |
| | | 4. FEI Number 06-1346232 | 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

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| 9. Name and Address of Current Registered Agent CRANE, SCOTT 433 PLAZA REAL SUITE 275 BOCA RATON FL 33432 | 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 |
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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 _____

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| 12. OFFICERS AND DIRECTORS | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |
| TITLE CDT NAME NEWTON, RUSSELL W STREET ADDRESS 3 BIRCH ROAD CITY-ST-ZIP DARIEN CT 06820 <input type="checkbox"/> DELETE | 1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 238 PONUS RIDGE ROAD 1.4 CITY-ST-ZIP NEW CANAAN CT. 06840 |
| TITLE PD NAME RYAN, BRUCE C STREET ADDRESS 4 ARROWHEAD ROAD CITY-ST-ZIP WESTPORT CT 06880 <input type="checkbox"/> DELETE | 2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP |
| TITLE V NAME CRANE, SCOTT STREET ADDRESS 8121 MIZNER LANE CITY-ST-ZIP BOCA RATON FL <input type="checkbox"/> DELETE | 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP |
| TITLE S NAME NEWTON, KELLY M STREET ADDRESS 3 BIRCH ROAD CITY-ST-ZIP DARIEN CT 06820 <input type="checkbox"/> DELETE | 4.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 238 PONUS RIDGE ROAD 4.4 CITY-ST-ZIP NEW CANAAN CT 06840 |
| TITLE <input type="checkbox"/> DELETE | 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP |
| TITLE <input type="checkbox"/> DELETE | 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 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:  Russell W. Newton 3/11/97 XI-203-3413500

CR2E034 (9/96)