

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # F94000001555 (1)
1. Corporation Name

AUTO PHOTO SYSTEMS, INC.



Principal Place of Business Mailing Address
1123 W. NORTH CARRIER PARKWAY 1123 W. NORTH CARRIER PARKWAY
GRAND PRAIRIE TX 75050 GRAND PRAIRIE TX 75050

3. Date Incorporated or Qualified 03/28/1994	3a. Date of Last Report 05/01/1995
4. FEI Number 52-1196318	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 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
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9. Name and Address of Current Registered Agent SIMPSON, LARRY D 1102 N. GADSDEN ST. TALLAHASSEE FL 32302	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GODFREY, PETER L	1.2 NAME	
STREET ADDRESS	2722 WALNUT AVE.	1.3 STREET ADDRESS	
CITY - ST - ZIP	TUSTIN CA 92680	1.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENDERSON, JAMES F	2.2 NAME	
STREET ADDRESS	2722 WALNUT AVE.	2.3 STREET ADDRESS	
CITY - ST - ZIP	TUSTIN CA 92680	2.4 CITY - ST - ZIP	
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALDER, RICHARD J	3.2 NAME	
STREET ADDRESS	2722 WALNUT AVE.	3.3 STREET ADDRESS	
CITY - ST - ZIP	TUSTIN CA 92680	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, DAVID	4.2 NAME	
STREET ADDRESS	2722 WALNUT AVE.	4.3 STREET ADDRESS	
CITY - ST - ZIP	TUSTIN CA 92680	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COSTI, RIC	5.2 NAME	
STREET ADDRESS	2722 WALNUT AVE.	5.3 STREET ADDRESS	
CITY - ST - ZIP	TUSTIN CA 92680	5.4 CITY - ST - ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVID, DAN	6.2 NAME	
STREET ADDRESS	2722 WALNUT AVE.	6.3 STREET ADDRESS	
CITY - ST - ZIP	TUSTIN CA 92680	6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: _____ DAYTIME PHONE #: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)