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PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F94000002377 (9)

1. Corporation Name:
SOFTMART INC.

Principal Place of Business
467 CREAMERY WAY
EXTON PA 18041

Mailing Address
467 CREAMERY WAY
EXTON PA 18341-2506

3. Date Incorporated or Qualified
05/09/1994

3a. Date of Last Report
05/01/1996

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

4. FEI Number
23-2225786

Applied For
Not Applicable

5. Certificate of Status Desired
\$8.75 Additional Fee Required

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 No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 reinstating.) DATE

12. OFFICERS AND DIRECTORS
TITLE NAME STREET ADDRESS CITY - ST - ZIP
1. TSDC SLOANE, A. RICHARD 467 CREAMERY WAY EXTON PA
2. SLOANE, CAROLYN J 467 CREAMERY WAY EXTON PA 18341
3. LEVINE, ELLIOT 467 CREAMERY WAY EXTON PA
4. DELETE
5. DELETE
6. DELETE
7. DELETE
8. DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP
6.1 TITLE 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, or in an attachment with an address.

SIGNATURE: [Signature] REQUIRED
Date: 4/14/97
Daytime Phone: #