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Mar 31 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 # F95000004939 (3)

1. Corporation Name
EMPLOYMENT SYSTEMS, INC.

Principal Place of Business
11590 W BERNARDO CT
SAN DIEGO CA 92127

Mailing Address
11590 W BERNARDO CT
SAN DIEGO CA 92127-1622



3. Date Incorporated or Qualified 10/11/1995	3a. Date of Last Report 02/20/1996
4. FEI Number 33-0496597	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
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
Robert L. Henigar
82 Street Address (P.O. Box Number is Not Acceptable)
640 East Highway 44
83 City
Crystal River
84 City
FL 85 Zip Code
34429-4399

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]* DATE 3/1/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	DC	<input type="checkbox"/> DELETE
NAME	BERRYMAN, RAY J	
STREET ADDRESS	11590 W BERNARDO CT	
CITY-ST-ZIP	SAN DIEGO CA 92127	
TITLE	DT P	<input type="checkbox"/> DELETE
NAME	RODRIGUEZ, JON A	
STREET ADDRESS	11590 W BERNARDO CT	
CITY-ST-ZIP	SAN DIEGO CA 92127	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	HENIGAR, ROBERT L	
STREET ADDRESS	640 E HWY 44	
CITY-ST-ZIP	CRYSTAL RIVER FL 34429	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	FAZEKAS, SCOTT R	
STREET ADDRESS	11590 W BERNARDO CT	
CITY-ST-ZIP	SAN DIEGO CA 92127	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BERRYMAN, MARY J	
STREET ADDRESS	11590 W BERNARDO CT	
CITY-ST-ZIP	SAN DIEGO CA 92127	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	DTP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	FRIERY, Michelle	
6.3 STREET ADDRESS	11590 W BERNARDO COURT	
6.4 CITY-ST-ZIP	SAN DIEGO, CA 92127	

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]* DATE 2/3/97 (619) 451-6100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR MARY J. Berryman

CR2E034 (9/96)