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Feb 21 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 # F95000005815 (4)

1. Corporation Name
TRAVELING SOFTWARE, INC.

Principal Place of Business
18702 NORTH CREEK PARKWAY
BOTHELL WA 98011

Mailing Address
18702 NORTH CREEK PARKWAY
BOTHELL WA 98011-8019



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/30/1995		3a. Date of Last Report 02/14/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 91-1209899		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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				82 Street Address (P.O. Box Number is Not Acceptable)			
83				84 City			
				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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PCOO	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	SCOTT, JON			1.2 NAME	GARRISON, DAVID		
STREET ADDRESS	18702 NORTH CREEK PARKWAY			1.3 STREET ADDRESS	2 N. SECOND ST. PLAZA "A"		
CITY-ST-ZIP	BOTHELL WA 98011			1.4 CITY-ST-ZIP	SAN JOSE, CA 95113		
TITLE	STV	<input type="checkbox"/> DELETE		2.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	PAYNE, DAVID			2.2 NAME	WISSLER, JANICE		
STREET ADDRESS	18702 NORTH CREEK PARKWAY			2.3 STREET ADDRESS	18702 NORTH CREEK PKWY		
CITY-ST-ZIP	BOTHELL WA 98011			2.4 CITY-ST-ZIP	BOTHELL, WA 98011		
TITLE	D	<input type="checkbox"/> DELETE		3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	NEMIROVSKY, OFER			3.2 NAME	CHEALANDER, MARK		
STREET ADDRESS	ONE FINANCIAL CENTER, 44TH FLOOR			3.3 STREET ADDRESS	18702 NORTH CREEK PKWY		
CITY-ST-ZIP	BOSTON MA 02111			3.4 CITY-ST-ZIP	BOTHELL, WA 98011		
TITLE	D	<input type="checkbox"/> DELETE		4.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	POLESTRA, FRANK M			4.2 NAME	WALDIN, MARK		
STREET ADDRESS	60 STATE STREET			4.3 STREET ADDRESS	18702 NORTH CREEK PKWY		
CITY-ST-ZIP	BOSTON MA 02109			4.4 CITY-ST-ZIP	BOTHELL, WA 98011		
TITLE	CCEO	<input type="checkbox"/> DELETE		5.1 TITLE	CCOB	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	EPPEY, MARK			5.2 NAME	EPPEY, MARK		
STREET ADDRESS	18702 NORTH CREEK PARKWAY			5.3 STREET ADDRESS	18702 NORTH CREEK PKWY		
CITY-ST-ZIP	BOTHELL WA 98011			5.4 CITY-ST-ZIP	BOTHELL, WA 98011		
TITLE	D	<input type="checkbox"/> DELETE		6.1 TITLE	CCCO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	DEMPSEY, NEAL			6.2 NAME	BOHREN, KEVIN		
STREET ADDRESS	10800 NORTH DEANZA BLVD. SUITE 100			6.3 STREET ADDRESS	18702 NORTH CREEK PKWY		
CITY-ST-ZIP	CUPERTINO CA 95014			6.4 CITY-ST-ZIP	BOTHELL, WA 98011		

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: David Payne 2/14/97 206 488-6088
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)