

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # **F96000001990 (8)**

1. Corporation Name
TIVOLI SYSTEMS, INC.

Principal Place of Business
**9442 CAPITAL OF TEXAS HWY. N.
ARBORETUM PLAZA I. STE. 500
AUSTIN TX 78759**

Mailing Address
**9442 CAPITAL OF TEXAS HWY. N.
ARBORETUM PLAZA I. STE. 500
AUSTIN TX 78759**

FILED
Jul 23 1998 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/23/1996

4. FEI Number

74-2548661

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 owes or has paid the current year Intangible
Personal Property Tax due June 30.



Yes



No

9. Name and Address of Current Registered Agent

**NESBITT, PAMELA
3318 E. SEVILLA CIRCLE
TAMPA FL 33629**

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	CEO	<input checked="" type="checkbox"/> DELETE
NAME	MOSS, FRANKLIN H	
STREET ADDRESS	63 PASCAL	
CITY-ST-ZIP	AUSTIN TX 78746	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BOCK, WILLIAM	
STREET ADDRESS	5811 MESA DRIVE #1216	
CITY-ST-ZIP	AUSTIN TX 78731	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	MOSS, FRANKLIN H	
STREET ADDRESS	63 PASCAL	
CITY-ST-ZIP	AUSTIN TX	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	GRAFFT, CHRIS A	
STREET ADDRESS	3 EHRlich RD.	
CITY-ST-ZIP	AUSTIN TX 78713	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BOUCHARD, DAVID R	
STREET ADDRESS	3324 VINTAGE DRIVE	
CITY-ST-ZIP	ROUND ROCK TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HEYS, DAVID	
STREET ADDRESS	3201 WINDING CREEK DRIVE	
CITY-ST-ZIP	AUSTIN TX	

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	San Lindalow	
1.3 STREET ADDRESS	8105 Ravello Ridge Cove	
1.4 CITY-ST-ZIP	Austin Tx 78735	
2.1 TITLE	VP-Operations	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Terry Cloudman	
2.3 STREET ADDRESS	4711 Spicewood Springs Rd #143	
2.4 CITY-ST-ZIP	Austin, Tx 78759	
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Chris Ostartay	
3.3 STREET ADDRESS	3026 Aberdeen Rd	
3.4 CITY-ST-ZIP	Annapolis MD 21403	
4.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Scott Weber	
4.3 STREET ADDRESS	4914 Dean Ridge Dr	
4.4 CITY-ST-ZIP	Carmel, IN 46033	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I 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]

7/19/98

(512)436-8000

CR2E034 (5/98)