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May 06 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 # F96000003186 (1)

1. Corporation Name
FERGUSON ACQUISITION CORPORATION



Principal Place of Business
C/O HOLDING CAPITAL GROUP INC
104 CRANDON BLVD., #419
KEY BISCAYNE FL 33149

Mailing Address
C/O HOLDING CAPITAL GROUP INC
104 CRANDON BLVD., #419
KEY BISCAYNE FL 33149-1542

3. Date Incorporated or Qualified
06/24/1996

3a. Date of Last Report

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	75-2123875	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing	\$5.00 May Be Added to Fees
23	28	Trust Fund Contribution	<input type="checkbox"/>
Zip	Country	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
24	25	29	30

9. Name and Address of Current Registered Agent

GALAN, MARIA J
C/O HOLDING CAPITAL GROUP INC
104 CRANDON BLVD., #419
KEY BISCAYNE FL 33149

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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDC	1.1 TITLE	PD
NAME	DONAGHY, JAMES W	1.2 NAME	
STREET ADDRESS	7 RIDGEWOOD DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	BRIDGEWATER CT	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	
NAME	LEISCHNER, STEVEN	2.2 NAME	
STREET ADDRESS	1070 DOGWOOD DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	WESTFIELD NJ	2.4 CITY-ST-ZIP	
TITLE	DC	3.1 TITLE	
NAME	SPENCER, S A	3.2 NAME	
STREET ADDRESS	251 CRANDON BLVD., #164	3.3 STREET ADDRESS	
CITY-ST-ZIP	KEY BISCAYNE FL 33149	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	MARTIN, WILLIAM C	4.2 NAME	
STREET ADDRESS	4018 WINGREN DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 a 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: *Steven Leischer* 4-29-97 (305) 361-8864
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)