

Jun 13 1997 8:00am
Secretary of State



1. Corporation Name
LEVEL 8 SYSTEMS, INC.

Mailing Address
1 PENN PLAZA. #3401
NEW YORK NY 10119-9408

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

SIGNATURE _____

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P CHAIRMAN OF BOARD	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MACDONALD, ROBERT	1.1 TITLE	
STREET ADDRESS	6 STETSON ST.	1.2 NAME	
CITY - ST - ZIP	LEVINGTON MA 02173	1.3 STREET ADDRESS	
	<input checked="" type="checkbox"/> DELETE	1.4 CITY - ST - ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PURKISS, STEPHEN	2.2 NAME	
STREET ADDRESS	2111 NE 29TH ST.	2.3 STREET ADDRESS	
CITY - ST - ZIP	LIGHTHOUSE POINT FL 33084	2.4 CITY - ST - ZIP	
	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	S D	3.2 NAME	
NAME	DIZAZZO, JOSEPH	3.3 STREET ADDRESS	
STREET ADDRESS	382 MAIN ST.	3.4 CITY - ST - ZIP	
CITY - ST - ZIP	SALEM NH 03079	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	4.2 NAME	
TITLE	DC CEO	4.3 STREET ADDRESS	
NAME	KILMAN, ARIK	4.4 CITY - ST - ZIP	
STREET ADDRESS	5 HATZOREF ST.	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY - ST - ZIP	HOLON ISR 58856	5.2 NAME	
	<input type="checkbox"/> DELETE	5.3 STREET ADDRESS	
TITLE		5.4 CITY - ST - ZIP	
NAME		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.2 NAME	
CITY - ST - ZIP		6.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	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 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* (1-1-91) (217) 244-1234

CR2E034 (9/96)