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Feb 11 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 # F96000004805 (5)

1. Corporation Name
POCONO DESIGN SYSTEMS, INC.



Principal Place of Business
C/O JOHN SCHAEFER, ESO.
1135 PASADENA AVE., SOUTH, STE 207
ST PETERSBURG FL 33707

Mailing Address
C/O JOHN SCHAEFER, ESO.
1135 PASADENA AVE., SOUTH, STE 207
ST PETERSBURG FL 33707-2892

3. Date Incorporated or Qualified 09/19/1996	3a. Date of Last Report
4. FEI Number 23-2220673	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent SCHAEFER, JOHN 1135 PASADENA AVE., SOUTH STE 207 ST PETERSBURG FL 33707	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICKARD, WILLIAM J	1.2 NAME	
STREET ADDRESS	RR 1 BOX 1502	1.3 STREET ADDRESS	
CITY-ST-ZIP	WAYMART PA	1.4 CITY-ST-ZIP	
TITLE	STD	2.1 TITLE	Assistant Secretary/ Treasurer/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICKARD, JOAN H	2.2 NAME	
STREET ADDRESS	RR 1 BOX 1502	2.3 STREET ADDRESS	
CITY-ST-ZIP	WAYMART PA	2.4 CITY-ST-ZIP	
TITLE	PD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WENTWORTH, W P	3.2 NAME	
STREET ADDRESS	RR 1 BOX 1503	3.3 STREET ADDRESS	
CITY-ST-ZIP	WAYMART PA	3.4 CITY-ST-ZIP	
TITLE	ASD	4.1 TITLE	Secretary/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORCOM, THERESA R	4.2 NAME	
STREET ADDRESS	RR 1 BOX 1504	4.3 STREET ADDRESS	
CITY-ST-ZIP	WAYMART PA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORCOM, GREGORY L	5.2 NAME	
STREET ADDRESS	RR 1 BOX 1504	5.3 STREET ADDRESS	
CITY-ST-ZIP	WAYMART PA	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WENTWORTH, KIMBERLY R	6.2 NAME	
STREET ADDRESS	RR 1 BOX 1503	6.3 STREET ADDRESS	
CITY-ST-ZIP	WAYMART PA	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]* REQUIRED
DATE: Jan. 27, 1997 (717) 342-3000

CR2E034 (9/96)