


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

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 # F96000006829 1. Corporation Name PIVOTPOINT, INC.					
Principal Place of Business		Mailing Address			
2. Principal Place of Business 21 PIVOTPOINT, INC. Suite, Apt. #, etc.		2a. Mailing Address 26 PIVOTPOINT, INC. Suite, Apt. #, etc.		3. Date Incorporated or Qualified 12/27/96	
22 2701 Rocky Point Dr. City & State		27 600 W. Cummings PK City & State		3a. Date of Last Report 12/27/96	
23 Tampa, FL Zip		28 Woburn, MA 01801 City & State		4. FEI Number 04-2994002	
24 33607 Zip		29 01801 Zip		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25 USA Country		30 USA Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent CT Corporation Systems 1200 South Pine Island 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 FL			
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 _____ DATE _____ (NOTE: Registered Agent signature required when reinstating)					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
1.2 NAME President & CEO					
1.3 STREET ADDRESS Daryll L. Wartluft					
1.4 CITY-ST-ZIP 15 Spencer Court					
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME Treasurer & CFO					
2.3 STREET ADDRESS Paul K. McGrath					
2.4 CITY-ST-ZIP 68 Sunnyside Avenue					
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME Clerk					
3.3 STREET ADDRESS Marlene O'Brien					
3.4 CITY-ST-ZIP 93 Pond Brook Road					
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
4.2 NAME Chestnut Hill, MA 02167					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME SEE ATTACHED SCHEDULE A					
5.3 STREET ADDRESS FOR LISTING OF DIRECTORS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
6.2 NAME 000002171510					
6.3 STREET ADDRESS -05/08/97--01099--006					
6.4 CITY-ST-ZIP ***165.00					
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: Paul K. McGrath CFO, Treasurer 4/29/97 617-939-0226					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					

CR2E034 (9/96)

PIVOTPOINT, INC.
SCHEDULE A
TO THE FLORIDA CORPORATION ANNUAL REPORT
DIRECTORS
04-2994002

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<u>NAME</u>	<u>ADDRESS</u>	<u>EXPIRATION OF TERM</u>
Anthony J. Baudanza	9 Peakham Road Sudbury, MA 01776	Until next annual meeting
Lawrence Calcano	Goldman, Sachs & Co 85 Broad Street New York, NY 10004	Until next annual meeting
William Hellman	Greylock Equity Ltd. Partnership One Federal Street, 26th Floor Boston, MA 02110	Until next annual meeting
A. Bruce Johnson	T.A. Associates High Street Tower Suite 2500 125 High Street Boston, MA 02110	Until next annual meeting
Jacqueline C. Morby	T.A. Associates High Street Tower Suite 2500 125 High Street Boston, MA 02110	Until next annual meeting
John T. Nugent	9 Stouffer Circle Andover, MA 01810	Until next annual meeting
David C. Wetmore	Up Data Group, Inc. 11495 Sunset Hills Road Reston, VA 20190	Until next annual meeting