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FILED
Apr 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 # G11303 (6)
 1. Corporation Name
TOPSPEED CORPORATION



Principal Place of Business Mailing Address
150 E. SAMPLE RD SUITE 200 POMPANO BCH. FL 33064 US
150 E. SAMPLE RD SUITE 200 POMPANO BCH. FL 33064-3550 US

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified **12/02/1982** 3a. Date of Last Report **07/24/1996**
 4. FEI Number **59-2242180** 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
**JOHNSON, DONALD H.
 C/O THE BARRINGTON GROUP
 150 E SAMPLE ROAD, STE 200
 POMPANO BCH. FL 33064**

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DTS <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARRINGTON, BRUCE D.	1.2 NAME	
STREET ADDRESS	150 E SAMPLE RD, #200	1.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAFALCO, ROY	2.2 NAME	
STREET ADDRESS	150 E SAMPLE RD #200	2.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BCH. FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FAFALIOS, STAMOS	3.2 NAME	
STREET ADDRESS	150 E. SAMPLE RD. #200	3.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, DONALD	4.2 NAME	
STREET ADDRESS	150 E. SAMPLE RD. #200	4.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OWENS, DICK	5.2 NAME	
STREET ADDRESS	150 E. SAMPLE RD. #200	5.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERRON, JOHN	6.2 NAME	
STREET ADDRESS	150 E. SAMPLE RD. #200	6.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL	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 supplementary 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 registered agent empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or on an amendment with address.

SIGNATURE: *Roy D Rafalco* **3/26/97** **(954) 785-4555**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)