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FILED
May 05 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 # H28280 (6)
 1. Corporation Name
LEAP SOFTWARE, INC.



Principal Place of Business
10730 N 56TH ST. STE 220
TEMPLE TERRACE FL 33617
US

Mailing Address
PO BOX 16827
TAMPA FL 33687-6827
US

3. Date Incorporated or Qualified **10/30/1984** 3a. Date of Last Report **04/30/1996**

4. FEI Number **59-2463082** 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

2. Principal Place of Business
 21 **11602 N. 51st St.**
 Suite, Apt. #, etc.
 22 **Ste. 200**
 City & State
 23 **Tampa, FL**
 Zip
 24 **33617** Country
 25 **US**

2a. Mailing Address
 26
 Suite, Apt. #, etc.
 27
 City & State
 28
 Zip
 29
 Country
 30

9. Name and Address of Current Registered Agent
SOUTHWORTH, GEORGE L
10730 N. 56TH STREET, SUITE 220
TEMPLE TERRACE FL 33617

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
11602 N. 51st St., Suite 200
 83
 84 City **Tampa** FL 85 Zip Code **33617**

11. Pursuant to the provisions of Sections 607.0602 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 _____ (Signature, typed or printed name of registered agent and title if applicable) (NOT Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PVT	<input type="checkbox"/> DELETE
NAME	SOUTHWORTH, GEORGE L.	
STREET ADDRESS	11005 THERESA ARBOR DR	
CITY-ST-ZIP	TEMPLE TERRACE FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FERNANDEZ, SYLVIA M.	
STREET ADDRESS	920 DELANEY CIRCLE, #201	
CITY-ST-ZIP	BRANDON FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Fernandez, Sylvia M.	
2.3 STREET ADDRESS	618 Lakemont Dr.	
2.4 CITY-ST-ZIP	Brandon, FL 33510	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *Sylvia M. Fernandez*

CR2E034 (9/96)