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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # H72944

(2)

1. Corporation Name

TOPSIDERS, INC.



Principal Place of Business

325 JOHN RINGLING BLVD
SARASOTA FL 34236
US

Mailing Address

325 JOHN RINGLING BLVD
SARASOTA FL 34236
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 g. Name and Address of Current Registered Agent
GEORGI, JOHN M
3261 BAYOU ROAD
LONGBOAT KEY FL 34228

10. Name and Address of New Registered Agent

81 Name KAMARA GEORGI
82 Street Address (P.O. Box Number is Not Acceptable)
15 CROSSROADS # 126
83
84 City SARASOTA FL 85 Zip Code 34236

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

[Signature]

8/6/96 Registered Agent's Signature (Not to be Filled)

5/6/96
DATE

12. OFFICERS AND DIRECTORS

TITLE	P	NAME	GEORGI, JOHN M.	STREET ADDRESS	3261 BAYOU ROAD	CITY-STATE-ZIP	LONGBOAT KEY FL
TITLE	EV	NAME	TENNEL, PERRY R	STREET ADDRESS	325 JOHN RINGLING BLVD.	CITY-STATE-ZIP	SARASOTA FL
TITLE		NAME	KAMARA GEORGI	STREET ADDRESS	15 CROSSROADS #126	CITY-STATE-ZIP	SARASOTA, FL. 34239
TITLE		NAME		STREET ADDRESS		CITY-STATE-ZIP	
TITLE		NAME		STREET ADDRESS		CITY-STATE-ZIP	
TITLE		NAME		STREET ADDRESS		CITY-STATE-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-STATE-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-STATE-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-STATE-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-STATE-ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-STATE-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JOHN GEORGI

4/20

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