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**Apr 25 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J45288 (4)
 1. Corporation Name
MATHERS ENGINEERING CORPORATION



Principal Place of Business C/O WILLIAM J. MATHERS 1111 S. FEDERAL HWY. STE 226 STUART FL 34994-3802 US	Mailing Address 1111 S. FEDERAL HWY STE 226 STUART FL 34994-3834 US
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3. Date Incorporated or Qualified 12/03/1986	3a. Date of Last Report 04/30/1996
4. FEI Number 59-2746989	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent
**JAMES COSENTINO
1111 S. FEDERAL HWY
STE 226
STUART FL 34994**

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 _____ (NOTE: Registered Agent signature required when reappointing) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD MATHERS, WILLIAM J. 1111 S. FEDERAL HWY STE 226 STUART FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP COLBURN, JOHN 1111 S. FEDERAL HWY, STE 226 STUART FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP MATHERS, W. STANLEY 1111 SOUTH FEDERAL HIGHWAY, SUITE 226 STUART FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S ADAMS, DALE H. 1111 SOUTH FEDERAL HIGHWAY, SUITE 226 STUART FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	VP JEREMIAH V. HAYHURST 1111 SOUTH FEDERAL HIGHWAY SUITE 226 STUART FL	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	VP HOLLY M. MATHERS 1111 SOUTH FEDERAL HIGHWAY SUITE 226 STUART FL	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 or on an attachment with an address.

SIGNATURE: William J. Mathers Pres Date: 4/16/97 Daytime Phone: 561-287-0525

CR2E034 (9/96)