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May 08 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 # K94973 (0)

1. Corporation Name
SOUTHWARD ACQUISITION CORPORATION



Principal Place of Business
**2300 HIGH RIDGE ROAD
 BOYNTON BCH FL 33426
 US**

Mailing Address
**2800 HIGH RIDGE ROAD
 BOYNTON BCH FL 33426-8706
 US**

3. Date Incorporated or Qualified
06/09/1989

3a. Date of Last Report
04/05/1996

4. FEI Number
49-4300424

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 Suite, Apt #, etc.
 22 City & State
 23 Zip
 24 Country

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

9. Name and Address of Current Registered Agent
**FENDER, T.D.
 2900 HIGH RIDGE ROAD
 BOYNTON BCH FL 33426**

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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	FENDER, T.D.	
STREET ADDRESS	1321 PARTRIDGE PLACE N.	
CITY-ST-ZIP	BOYNTON BEACH FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FENDER, KIM E	
STREET ADDRESS	1321 PARTRIDGE PL N	
CITY-ST-ZIP	BOYNTON BCH 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	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Fender, Marcus C	
1.3 STREET ADDRESS	2900 High Ridge Rd.	
1.4 CITY-ST-ZIP	Boynton Beach FL 33426	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
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: *Marcus C. Fender* **Marcus C. Fender VP** 3-14-97 561-585-0027
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)