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May 30 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # L83930

(2)

1. Corporation Name

MASS MEMORY SYSTEMS, INC.

Principal Place of Business

380 GOLF BROOK CIRCLE
204
LONGWOOD FL 32779
US

Mailing Address

380 GOLF BROOK CIRCLE
204
LONGWOOD FL 32779-6109
US

3. Date Incorporated or Qualified

06/26/1990

3a. Date of Last Report

05/01/1996

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

4. FEI Number

59-3016133

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

LODGE, BERNARD C.
1414 GAY DRIVE
WINTER PARK FL 32789

10. Name and Address of New Registered Agent

81 Name LODGE, BERNARD C.

82 Street Address (P.O. Box Number is Not Acceptable)

380 GOLF BROOK CIRCLE # 204

83

84 City LONGWOOD

FL

85 Zip Code

32779

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 of the registered agent and the time if applicable.

(NOTE: Registered Agent signature required when reinstating)

5/26/97

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME LODGE, BERNARD C.
STREET ADDRESS 1414 GAY DRIVE
CITY- ST- ZIP WINTER PARK FL

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D
1.2 NAME LODGE, BERNARD C.
1.3 STREET ADDRESS 380 GOLF BROOK CIRCLE # 204
1.4 CITY- ST- ZIP LONGWOOD, FL 32778

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

6.1 TITLE
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)