FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT **1997**

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

FILED
Mar 20 1997 8:00am
Secretary of State

DOCUMENT # **M90735** **(5)**

1. Corporation Name
TITAN MARKETING GROUP, INC.

Principal Place of Business
1562 N. MEADOWCREST BLVD.
28471 U.S. 19 NORTH, SUITE 512
CRYSTAL RIVER FL 34429
US

Mailing Address
1562 N. MEADOWCREST BLVD.
28471 U.S. 19 NORTH, SUITE 512
CRYSTAL RIVER FL 34429-5757
US

3. Date Incorporated or Qualified: 07/18/1988
3a. Date of Last Report: 03/07/1996

2. Principal Place of Business
21 Suite, Apt. #, etc. 22
City & State 23
Zip 24 Country 25

2a. Mailing Address
26 P. O. Box 956
Suite, Apt. #, etc. 27
City & State 28 Crystal River, FL
Zip 29 34423 Country 30

4. FEI Number: 59-2909047 [ ] 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 [X] Yes [ ] No

9. Name and Address of Current Registered Agent
BALLARD, GALEN O.
4039 SOUTH BLUE RIVER COVE
HOMOSASSA SPRINGS FL 34448

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
Signature of Registered Agent or Officer or Director of Registered Agent (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DVT [ ] DELETE	1.1 TITLE	[ ] Change [ ] Addition
NAME	BALLARD, GALEN O.	1.2 NAME	
STREET ADDRESS	4039 S. BLUE RIVER COVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOMOSASSA SPRINGS FL	1.4 CITY-ST-ZIP	
TITLE	DS [ ] DELETE	2.1 TITLE	[ ] Change [ ] Addition
NAME	BROOKS, MARY A.	2.2 NAME	
STREET ADDRESS	4039 S. BLUE RIVER COVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOMOSASSA SPRINGS FL	2.4 CITY-ST-ZIP	
TITLE	D [ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME	MELLON, R. BRADFORD	3.2 NAME	
STREET ADDRESS	#20 SURREY RIDGE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CASTLE ROCK CO	3.4 CITY-ST-ZIP	
TITLE	PD [ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME	CANARY, RICHARD L	4.2 NAME	
STREET ADDRESS	1795 MCCAULEY RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	4.4 CITY-ST-ZIP	
TITLE	D [ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME	HOPKINS, CLAYTON W DR	5.2 NAME	
STREET ADDRESS	2288 DREW STREET, SUITE E	5.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL 34625	5.4 CITY-ST-ZIP	
TITLE	D [ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME	KING, STEPHEN A	6.2 NAME	
STREET ADDRESS	28471 U.S. HWY 19 NORTH	6.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL 34621	6.4 CITY-ST-ZIP	

CR2E034 (9/96)

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: Mary Ann Brooks 3-12-97 352-628-3444
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

0436795