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**Apr 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
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DOCUMENT # P14919 (5)

1. Corporation Name
ELSAFE, INC.



Principal Place of Business 4303 VINELAND RD STE F-15 ORLANDO FL 32811 US	Mailing Address 4303 VINELAND RD STE F-15 ORLANDO FL 32811-7372 US
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3. Date Incorporated or Qualified 06/19/1987	3a. Date of Last Report 04/18/1996
4. FEI Number 59-2657568	Applied For 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 type="checkbox"/> No	

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	29 30

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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	P <input checked="" type="checkbox"/> DELETE
NAME	WOLFE, EDWARD H.
STREET ADDRESS	11387 WILLOS GARDENS DRIVE
CITY-ST-ZIP	WINDERMERE FL
TITLE	DS <input type="checkbox"/> DELETE
NAME	MESHEL, ROBERT E
STREET ADDRESS	601 CALIFORNIA ST. #1900
CITY-ST-ZIP	SAN FRANCISCO CA
TITLE	T <input type="checkbox"/> DELETE
NAME	HANLEY, GEORGE
STREET ADDRESS	242 SHADOW BAY DRIVE
CITY-ST-ZIP	ORLANDO FL
TITLE	D <input type="checkbox"/> DELETE
NAME	BERG, ALVIN
STREET ADDRESS	7690
CITY-ST-ZIP	MOSVIK NO
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	PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	VICTOR SANDRE
1.3 STREET ADDRESS	4303 VINELAND RD SUITE F-15
1.4 CITY-ST-ZIP	ORLANDO, FL. 32811
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 included 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, unchanged, or on an attachment with an address.

SIGNATURE: George Hanley **GEORGE HANLEY** 3/25/97 (407) 428-9233
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CRE034 (9/96)