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Apr 10 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 # P19017 (3)

1. Corporation Name
CPS SYSTEMS, INC.

Principal Place of Business

5005 WEST LAUREL
SUITE 215
TAMPA FL 33607
US

Mailing Address

3400 CARLISLE SUITE 500
DALLAS TX 75204-1264



3. Date Incorporated or Qualified
04/27/1988

3a. Date of Last Report
07/29/1996

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

75-1607857

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

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 type for printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CD
NAME KANA, PAUL E
STREET ADDRESS 3400 CARLISLE STE. #500
CITY-ST-ZIP DALLAS TX 75204

TITLE PD
NAME HOOFARD, JAMES K JR
STREET ADDRESS 3400 CARLISLE STE. #500
CITY-ST-ZIP DALLAS TX 75204

TITLE SD
NAME BOOTH, GORDON D JR
STREET ADDRESS 3100 CUMBERLAND CIRLCE STE. #1500
CITY-ST-ZIP ATLANTA GA 30339

TITLE D
NAME CORDIER, SID H
STREET ADDRESS 24 MIDDLE ST. LONDON EC1A7JA
CITY-ST-ZIP ENGLAND, UNITED KINGDOM

TITLE D
NAME WILSON, BRIAN R
STREET ADDRESS 16-25 BASTWICK ST. LONDON EC1V3PS
CITY-ST-ZIP ENGLAND, UNITED KINGDOM

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change 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:

James K. Hoofard
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/20/97

Date

Daytime Phone #

CR2E034 (9/96)