

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 15 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P22795 (9)**  
 1. Corporation Name  
**ADVANTAGE SYSTEMS, INC.**

Principal Place of Business <b>2727 CHEMSEARCH BLVD IRVING TX 75062</b>	Mailing Address <b>2727 CHEMSEARCH BLVD IRVING TX 75062-6454</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>01/31/1989</b>	3a. Date of Last Report <b>04/29/1996</b>
21 State, Apt. #, etc.	26 State, Apt. #, etc.	4. FEI Number <b>75-2219145</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		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 re-stating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVY, IRVIN L.	1.2 NAME	
STREET ADDRESS	2727 CHEMSEARCH BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVY, LESTER A.	2.2 NAME	
STREET ADDRESS	2727 CHEMSEARCH BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVY, MILTON P., JR.	3.2 NAME	
STREET ADDRESS	2727 CHEMSEARCH BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	VS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLEVELAND, JOSEPH H.	4.2 NAME	
STREET ADDRESS	2727 CHEMSEARCH BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	
TITLE	T	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HETZER, TOM	5.2 NAME	
STREET ADDRESS	2727 CHEMSEARCH BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	5.4 CITY-ST-ZIP	
TITLE	AS	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, RICHARD S.	6.2 NAME	
STREET ADDRESS	2727 CHEMSEARCH BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	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)(l), 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: Joe Cleveland **Joe Cleveland** 4/10/97 (972)438-0716  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)