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FILED
Apr 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P27698** (0)
1. Corporation Name
CAPITAL NETWORK SYSTEM, INC.

Principal Place of Business
**600 CONGRESS AVENUE
STE 1360
AUSTIN TX 78701**

Mailing Address
**100 W. LUCERNE CT
STE. 100
ORLANDO FL 32801
US**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/12/1990	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 74-2483482	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
UNITED CORPORATE SERVICES, INC. 801 NORTHEAST 167TH STREET SUITE 300 NORTH MIAMI BEACH FL 33162-3729		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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRIFFO, KEVIN	1.2 NAME	Alan J. Rossi
STREET ADDRESS	100 W. LUCERNE CR., #100	1.3 STREET ADDRESS	100 W. Lucerne Circle, Suite 100
CITY-ST-ZIP	ORLANDO FL	1.4 CITY-ST-ZIP	Orlando, FL 32801
TITLE	VPD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	VP-Chief Financial Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KANE, JOHN	2.2 NAME	Cynthia I. Terrell
STREET ADDRESS	100 W. LUCERNE CIR., #100	2.3 STREET ADDRESS	100 W. Lucerne Circle, Suite 100
CITY-ST-ZIP	ORLANDO FL	2.4 CITY-ST-ZIP	Orlando, FL 32801
TITLE	DV <input checked="" type="checkbox"/> DELETE	3.1 TITLE	VP-Chief Operating Officer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SIMMONS, DONALD D.	3.2 NAME	Roy L. Schiele
STREET ADDRESS	600 CONGRESS AVE #1360	3.3 STREET ADDRESS	100 W. Lucerne Circle, Suite 100
CITY-ST-ZIP	AUSTIN TX	3.4 CITY-ST-ZIP	Orlando, FL 32801
TITLE	S <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GROSS, AMY S	4.2 NAME	Guy A. Longobardo
STREET ADDRESS	100 W. LUCERNE CIR., #100	4.3 STREET ADDRESS	100 W. Lucerne Circle, Suite 100
CITY-ST-ZIP	ORLANDO FL	4.4 CITY-ST-ZIP	Orlando, FL 32801
TITLE	T <input checked="" type="checkbox"/> DELETE	5.1 TITLE	Treasurer <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STOUN, RICHARD	5.2 NAME	Fern D. Simmons
STREET ADDRESS	100 W. LUCERNE CIR., #100	5.3 STREET ADDRESS	100 W. Lucerne Circle, Suite 100
CITY-ST-ZIP	ORLANDO FL	5.4 CITY-ST-ZIP	Orlando, FL 32801
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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:  **Cynthia I. Terrell**
Chief Financial Officer 3-27-98 407/246-6463

CR2E034 (10/97)