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FILED
May 05 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 # P38719 (1)
 1. Corporation Name
MAINTENANCE WAREHOUSE/AMERICA CORP.



Principal Place of Business: **P. O. BOX 85838 SAN DIEGO CA 92186**
 Mailing Address: **P. O. BOX 85838 SAN DIEGO CA 92188-5838**

3. Date Incorporated or Qualified: **05/01/1992** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **75-2007383** 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

2. Principal Place of Business: **21** Suite, Apt. #, etc. **22** City & State **23** Zip **24** Country **25**
 2a. Mailing Address: **26** Suite, Apt. #, etc. **27** City & State **28** Zip **29** Country **30**

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input checked="" type="checkbox"/> DELETE
NAME	NEELEY, RON	
STREET ADDRESS	1818 CAMINO DEL MAR	
CITY-ST-ZIP	DEL MAR CA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	GILBERT, JON	
STREET ADDRESS	2572 CALLE DEL ORO	
CITY-ST-ZIP	LA JOLLA CA	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	NEELEY, LUCILLE	
STREET ADDRESS	1818 CAMINO DEL MAR	
CITY-ST-ZIP	DEL MAR CA	
TITLE		<input type="checkbox"/> DELETE
NAME	See Attached	
STREET ADDRESS		
CITY-ST-ZIP		
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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 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: _____ (Ronald A. Thirk) 4/25/97 (619) 552-6200

CR2E034 (9/96)

Maintenance Warehouse/America Corp.

List of Maintenance Warehouse Officers & Directors

As of April 14, 1997

Officers

Jonathan L. Neeley
President
5505 Morehouse Drive, #300
San Diego, CA 92121

Steven Neeley
V.P. Sales
5505 Morehouse Drive, #300
San Diego, CA 92121

Ronald Turk
V.P. Chief Financial Officer
5505 Morehouse Drive, #300
San Diego, CA 92121

Michael Brown
V.P. Informations Systems
5505 Morehouse Drive, #300
San Diego, CA 92121

Lawrence A. Smith
V.P. Legal & Secretary
5505 Morehouse Drive, #300
San Diego, CA 92121

Carol B. Tome
Treasurer
5505 Morehouse Drive, #300
San Diego, CA 92121

Lawrence K. Menter
Assistant Secretary
5505 Morehouse Drive, #300
San Diego, CA 92121

Directors

Carol B. Tome
Treasurer
5505 Morehouse Drive, #300
San Diego, CA 92121

Lawrence A. Smith
V.P. Legal & Secretary
5505 Morehouse Drive, #300
San Diego, CA 92121

Marshall L. Day
Vice President
5505 Morehouse Drive, #300
San Diego, CA 92121