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Jan 15 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 # P92000003272 (1)  
1. Corporation Name  
REM SYSTEMS INC.



Principal Place of Business  
C/O ROBERT MARQUETTE, II  
6509 BIMINI COURT  
APOLLO BEACH FL 33572

Mailing Address  
C/O ROBERT MARQUETTE, II  
6509 BIMINI COURT  
APOLLO BEACH FL 33572-2108

3. Date Incorporated or Qualified: 11/04/1992  
3a. Date of Last Report: 01/23/1996  
4. FEI Number: 59-3148433  
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

2a. Mailing Address  
26 Suite, Apt. #, etc.  
27 City & State  
28 Zip  
29 Country  
30

9. Name and Address of Current Registered Agent  
MARQUETTE, ROBERT E II  
6509 BIMINI COURT  
APOLLO BEACH FL 33572

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 reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
D	MARQUETTE, ROBERT E II	6509 BIMINI COURT	APOLLO BEACH FL 33572	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE	Change	Addition
1.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.4				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.3				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.4				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.3				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.4				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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: R. Marquette II  
R. E. MARQUETTE II 1-9-97 813-645-4492  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)