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FILED
Jan 22, 1999 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

01-22-1999 90060 032 ***150.00

DOCUMENT # P92000003272

1. Corporation Name
REM SYSTEMS INC.



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified
11/04/1992

4. FEI Number
59-3148433

5. Certificate of Status Desired Applied For
Not Applicable

6. Election Campaign Financing Trust Fund Contribution \$8.75 Additional Fee Required

7. This corporation owes the current year Intangible Personal Property Tax. Yes No \$5.00 May Be Added to Fees

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip Country

25 Zip Country

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 Zip Country

30 Zip Country

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

FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE

NAME D MARQUETTE, ROBERT E II

STREET ADDRESS 6509 BIMINI COURT

CITY-ST-ZIP APOLLO BEACH FL 33572

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 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 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, with all other like empowered.

SIGNATURE *Robert E. Marquette* 1-6-99 813-645-4492
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)