

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

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Mar 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000005022 (7)

1. Corporation Name

PHOENIX INTERNATIONAL LTD., INC.

PLEASE NOTE NEW ADDRESS AS OF 3/15/97

Principal Place of Business 800 WINDERLEY PLACE STE. 140 MAITLAND FL 32751 US	Mailing Address 800 WINDERLEY PLACE STE. 140 MAITLAND FL 32751-7229 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 500 International Parkway 27 Suite, Apt. #, etc. 28 Heathrow, FL 32746 29 Zip 30 Country	3. Date Incorporated or Qualified 01/11/1993	3a. Date of Last Report 02/05/1996	4. FEI Number 59-3171810	Applied For Not Applicable
		5. Certificate of Status Desired <input checked="" type="checkbox"/> Yes \$8.75 Additional Fee Required			
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> No \$5.00 May Be Added to Fees			
		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 CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD 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
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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	NAME	TITLE	NAME
CD	YUSEFZADEH, BAHRAM	1.1 TITLE	
900 WINDERLEY PLACE, STE. 140		1.2 NAME	
MAITLAND FL		1.3 STREET ADDRESS	
		1.4 CITY-ST-ZIP	
T	RACKAWACK, RUTHANN M	2.1 TITLE	
900 WINDERLY PLACE, SUITE 140		2.2 NAME	CLAY E. SCARBOROUGH
MAITLAND FL		2.3 STREET ADDRESS	900 WINDERLY PLACE, SUITE 140
		2.4 CITY-ST-ZIP	MAITLAND, FLORIDA
S	STURM, GLENN	3.1 TITLE	
900 WINDERLY PLACE, SUITE 140		3.2 NAME	
MAITLAND FL		3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
VD	NEUES, MICHAEL R	4.1 TITLE	
900 WINDERLEY PL., STE. 140		4.2 NAME	
MAITLAND FL		4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
PD	REICHARD, RALPH	5.1 TITLE	
900 WINDERLEY PL., STE. 140		5.2 NAME	
MAITLAND FL		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
D	MURPHY, MICHAEL J	6.1 TITLE	
900 WINDERLEY PLACE, SUITE 140		6.2 NAME	
MAITLAND FL		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 included 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: _____ SIGNATURE REQUIRED _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)

LIST OF OFFICERS:

Bahram Yusefzadeh	Chairman of the Board and Chief Executive Officer
Ralph Reichard	President and Chief Operating Officer
Clay Scarborough	Chief Financial Officer
Harold Boughton	Senior Vice President of Domestic Sales
Raju Shivdasani	Corporate Senior Vice President and International Sales Division President
Gerald Nissen	Senior Vice President of Technology Services
Twanna Soifer	Senior Vice President of Implementation Services and Assistant Secretary
Michael Newes	Senior Vice President of International Sales
Glenn Sturm	Secretary and General Counsel

List of Directors

Mr. James Holly
President
Bank of the Sierra
86 North Main Street
Porterville, CA 93258

Mr. O. Jay Tomson
Chairman and Chief Executive Officer
First Citizens National Bank
2601 4th Street SW
Mason City, IA 50402

Mr. J. Michael Murphy
Drum Service Company of Florida
P.O. Box 278
Zellwood, FL 32798

Mr. William Hess
President
Iowa Savings Bank
118 Fifth Avenue
Coon Rapids, IA 50058

Mr. Ronald Fenton
President and Chief Executive Officer
Security Bank
11 North First Avenue
Marshalltown, IA 50158

Mr. Bahram Yusefzadeh
641 East Club Circle
Longwood, FL 32779

Mr. Ralph Reichard
1000-147 Winderley Place
Maitland, FL 32751

Mr. Paul Jones
President
Glenview State Bank
800 Waukegan Road
Glenview, IL 60025

Glenn Sturm, Esquire
Nelson Mullins Riley & Scarborough
1201 Peachtree Street, N.E.
400 Colony Square, Suite 2200
Atlanta, GA 30361

Ms. Ruann Ernst
General Manager Financial Services B
Hewlett-Packard Company
19091 Pruneridge Avenue, MS 46LF
Cupertino, CA 95014

Mr. Jack Blaine
Corporate Sr. VP & President Pacific Asia Americas
Group
Unisys Corporation
P.O. Box 500
Blue Bell, PA 19424-0001