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May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P93000057516 (5)**

1. Corporation Name
AXOLOTL INC.



Principal Place of Business 1507 E 7TH AVE TAMPA FL 33605 US	Mailing Address 1507 E 7TH AVE TAMPA FL 33605-3703 US
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3. Date Incorporated or Qualified 08/16/1993	3a. Date of Last Report 08/05/1996
4. FEI Number 59-3202803	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

**VAUGHN, LAVINIA JAMES F
ONE HARBOR PLACE
7TH FLOOR
TAMPA FL 33602**

10. Name and Address of New Registered Agent

81 Name JAN M. MARKS
82 Street Address (P.O. Box Number is Not Acceptable) 1507 E. 7TH AVE.
83
84 City TAMPA
85 Zip Code FL 33605

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

Jan M. Marks
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

4-30-97

12. OFFICERS AND DIRECTORS

TITLE	PVP	<input type="checkbox"/> DELETE
NAME	TUBBS, MICHAEL	
STREET ADDRESS	15018 DOVER CLIFF	
CITY-ST-ZIP	LUTZ FL 33549	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MARKS, JAN	
STREET ADDRESS	2301 TOWERY TRAIL	
CITY-ST-ZIP	LUTZ FL 33549	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WHITESCARVER, STEVEN	
STREET ADDRESS	15018 DOVER CLIFF	
CITY-ST-ZIP	LUTZ FL 33549	
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:

Michael E. Imbler
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-30-97
Date

(813) 247-4225
Daytime Phone #

0354722

CR2E034 (9/96)