

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

FILED

Apr 28 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 # P94000000079 (1)

1. Corporation Name
TALKING MONEY, INC.

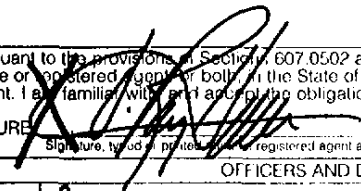


Principal Place of Business 611 DRUID ROAD STE. 105 CLEARWATER FL 34616	Mailing Address 611 DRUID ROAD STE. 105 CLEARWATER FL 34616-3948
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/03/1994		3a. Date of Last Report 05/01/1996	
21		26		4. FEI Number 59-3221155		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
23		28					
Zip		Country		Zip		Country	
24		25		29		30	

9. Name and Address of Current Registered Agent FERRARA, V. RAYMOND 611 DRUID ROAD SUITE 105 CLEARWATER FL 34616				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 for 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's signature required when reinstating) DATE **4/21/97**

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	S	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	DURBIN, ANGELA			1.2 NAME			
STREET ADDRESS	611 DRUID ROAD SUITE 105			1.3 STREET ADDRESS			
CITY-ST-ZIP	CLEARWATER FL			1.4 CITY-ST-ZIP			
TITLE	VSTD	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	PHILLIPS, CRAIG			2.2 NAME			
STREET ADDRESS	611 DRUID ROAD STE. 105			2.3 STREET ADDRESS			
CITY-ST-ZIP	CLEARWATER FL 34616			2.4 CITY-ST-ZIP			
TITLE	P	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	V RAYMOND FERRARA			3.2 NAME			
STREET ADDRESS	611 DRUID ROAD, SUITE 105			3.3 STREET ADDRESS			
CITY-ST-ZIP	CLEARWATER FL			3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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  **4-21-97 813-1411-9077**

CR2E034 (9/96)