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May 14 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 # P95000022415 (0)

1. Corporation Name
WESCAM-USA, INC.

Principal Place of Business

4356 FORTUNE PLACE
SUITE C
MELBOURNE FL 32904

Mailing Address

4356 FORTUNE PLACE
SUITE C
MELBOURNE FL 32904-1532



3. Date Incorporated or Qualified
03/20/1995

3a. Date of Last Report
05/01/1996

4. FEI Number

APPLIED FOR-59-3316617

Applied For

Not Applicable

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

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

SCHWARTZ, DAVID A
8181 W BROWARD BLVD
SUITE 204
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

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12.

OFFICERS AND DIRECTORS

TITLE D
NAME O'ROURKE, TERRY
STREET ADDRESS 4356 FORTUNE PLACE SUITE C
CITY-ST-ZIP MELBOURNE FL 32904

TITLE D
NAME SILVA, ED
STREET ADDRESS 4356 FORTUNE PLACE SUITE C
CITY-ST-ZIP MELBOURNE FL 32904

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D
1.2 NAME MARK CHAMBERLAIN
1.3 STREET ADDRESS 4356 Fortune Place Suite C
1.4 CITY-ST-ZIP Melbourne, FL 32904

2.1 TITLE D
2.2 NAME Doug McKenzie
2.3 STREET ADDRESS 4356 Fortune Place, Suite C
2.4 CITY-ST-ZIP Melbourne, Florida 32904

3.1 TITLE D
3.2 NAME BRUCE LATIMER
3.3 STREET ADDRESS 4356 Fortune Place Suite "C"
3.4 CITY-ST-ZIP Melbourne, Florida 32904

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (9/96)