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PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Jul 07 1997 8:00am
Secretary of State

DOCUMENT # P95000032509 (8)

1. Corporation Name:
FCE SYSTEMS, LTD., INC.

Principal Place of Business:
3091 E VINA DEL MAR BLVD.
ST. PETERSBURG BEACH FL 33706

Mailing Address:
3091 E VINA DEL MAR BLVD.
ST. PETERSBURG BEACH FL 33706-2728

2. Principal Place of Business:

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address:

26 PO BOX 67218

27 City & State

28 ST PETER BEACH FL

29 33736 30 USA

9. Name and Address of Current Registered Agent

COVERT, PETER H
3091 E VINA DEL MAR BLVD.
ST. PETERSBURG BEACH FL 33706

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, if applicable,

(Name of Registered Agent is optional; to be printed when requesting)

DATE

12. OFFICERS AND DIRECTORS

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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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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: M. DAVEEN GILES
1931 DUNLOP CIR
DUNEDIN FL 34618

CR2E034 (9/96)