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FILED
May 06 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 # P95000058015 (5)

1. Corporation Name
BOINGO BOOKS, INC.

Principal Place of Business
C/O MR. GREGORY V. COMBS
3857 CORAL TREE CIRCLE, SUITE 208
COCONUT CREEK FL 33073

Mailing Address
C/O MR. GREGORY V. COMBS
3857 CORAL TREE CIRCLE, SUITE 208
COCONUT CREEK FL 33073-4459



2. Principal Place of Business	2a. Mailing Address
21 3868 CORAL TREE CIRCLE	26 3868 CORAL TREE CIRCLE
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 COCONUT CREEK, FL	28 COCONUT CREEK, FL
Zip Country	Zip Country
24 33073 25	29 33073 30

3. Date Incorporated or Qualified 07/25/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 65-0601379	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
COMBS, GREGORY V 3857 CORAL TREE CIRCLE, SUITE 208 COCONUT CREEK FL 33073		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 3868 CORAL TREE CIRCLE 83 84 City COCONUT CREEK FL 85 Zip Code 33073	

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	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LISA L. MCCOURT	1.2 NAME	
STREET ADDRESS	3857 CORAL TREE CIRCLE, #208	1.3 STREET ADDRESS	3868 CORAL TREE CIRCLE
CITY-ST-ZIP	COCONUT CREEK FL	1.4 CITY-ST-ZIP	COCONUT CREEK, FL 33073
TITLE	DST <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREGORY V. COMBS	2.2 NAME	
STREET ADDRESS	3857 CORAL TREE CIRCLE, #208	2.3 STREET ADDRESS	3868 CORAL TREE CIRCLE
CITY-ST-ZIP	COCONUT CREEK FL	2.4 CITY-ST-ZIP	COCONUT CREEK, FL 33073
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		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 _____ DATE _____

CR2E034 (9/96)