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FILED  
Apr 04 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthang  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P95000084384 (3)

1. Corporation Name  
INNERSPACE IMAGES INC.

Principal Place of Business  
1120 S.E. BUTTONWOOD CIR.  
STUART FL 34997

Mailing Address  
1120 S.E. BUTTONWOOD CIR.  
STUART FL 34997-7506



2. Principal Place of Business

21 Suite, Apt #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt #, etc.

27 City & State

28 Zip

30 Country

3. Date Incorporated or Qualified  
10/31/1995

3a. Date of Last Report  
04/26/1996

4. FEI Number  
65-0653406

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

9. Name and Address of Current Registered Agent

IBSEN, KEITH  
1120 S.E. BUTTONWOOD CIR.  
STUART FL 34997

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                             | <input type="checkbox"/> DELETE |
| NAME           | IBSEN, KEITH                  |                                 |
| STREET ADDRESS | 1120 S.E. BUTTONWOOD CIR.     |                                 |
| CITY-ST-ZIP    | STUART FL 34997               |                                 |
| TITLE          | D                             | <input type="checkbox"/> DELETE |
| NAME           | IBSEN, PATRICIA               |                                 |
| STREET ADDRESS | 1120 S.E. BUTTONWOOD CIR.     |                                 |
| CITY-ST-ZIP    | STUART FL 34997               |                                 |
| TITLE          | D                             | <input type="checkbox"/> DELETE |
| NAME           | DEAN, WALTER P                |                                 |
| STREET ADDRESS | C/O 1120 S.E. BUTTONWOOD CIR. |                                 |
| CITY-ST-ZIP    | STUART FL 34997               |                                 |
| 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

|                   |   |
|-------------------|---|
| 11 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12 NAME           |   |
| 13 STREET ADDRESS |   |
| 14 CITY-ST-ZIP    |   |
| 21 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 22 NAME           |   |
| 23 STREET ADDRESS |   |
| 24 CITY-ST-ZIP    |   |
| 31 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 32 NAME           |   |
| 33 STREET ADDRESS |   |
| 34 CITY-ST-ZIP    |   |
| 41 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 42 NAME           |   |
| 43 STREET ADDRESS |   |
| 44 CITY-ST-ZIP    |   |
| 51 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 52 NAME           |   |
| 53 STREET ADDRESS |   |
| 54 CITY-ST-ZIP    |   |
| 61 TITLE          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 62 NAME           |   |
| 63 STREET ADDRESS |   |
| 64 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

3/24/97

Date

Daytime Phone #

0472488

CR2E034 (9/96)