


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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000006041 (3)

1. Corporation Name
MARKETING THAT WORKS, INC.

Principal Place of Business
102 N.E. 2ND STREET, UNIT 143
BOCA RATON FL 33432

Mailing Address
102 N.E. 2ND STREET, UNIT 143
BOCA RATON FL 33432-3908



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/19/1996	3a. Date of Last Report
21		26		4. FEI Number 65-0637771	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23		28		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24	Zip	25	Country	29	Zip
24		25		29	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD 343 ALMERIA AVENUE CORAL GABLES FL 33134		81 Name VIRGINIA L. MEADOWS 82 Street Address (P.O. Box Number is Not Acceptable) 102 NE 2ND ST # 143 83 84 City BOCA RATON FL 85 Zip Code 33432	

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 *Virginia L. Meadows* DATE July 30, 1997

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSTD	1.1 TITLE	PRESIDENT
NAME	MEADOWS, VIRGINIA L	1.2 NAME	VIRGINIA L. MEADOWS
STREET ADDRESS	102 N.E. 2ND STREET, UNIT 143	1.3 STREET ADDRESS	102 NE 2ND ST. # 143
CITY-ST-ZIP	BOCA RATON FL 33432	1.4 CITY-ST-ZIP	BOCA RATON, FL 33432
TITLE		2.1 TITLE	
NAME		2.2 NAME	400002272354--4
STREET ADDRESS		2.3 STREET ADDRESS	-08/20/97--01077--012
CITY-ST-ZIP		2.4 CITY-ST-ZIP	****165.00 ****165.00
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 *Virginia L. Meadows* J. L. 31 1997 561.567.5331

CR2E034 (9/96)

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August 14, 1997

Florida Department Of State
Division of Corporations
Annual Report Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Mr. Brumbley,

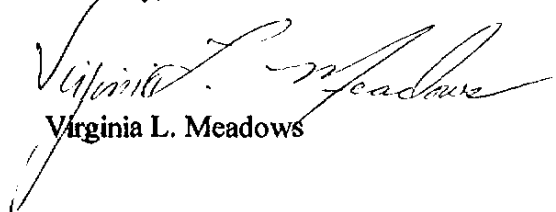
After receiving your letter, I felt that perhaps another attempt with an explanation (and a wish for mercy) might move you to except my Annual Report and the initial request fee of \$165. Perhaps some consideration can be given due to having not received this notification prior to the due date.

It seems as though my package took a few side trips before landing in our mailbox. Upon receipt of this notice, July 29, 1997, a check was immediately sent with the form dated July 30, 1997.

As a newly incorporated company I was unaware of this requirement and therefore did not realize that something was missing. I can assure you that we will know for next year.

I thank you for your time and understanding-

Sincerely,


Virginia L. Meadows



*Marketing
That
Works*

GINIE MEADOWS
President