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May 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # **796000057288**
1. Corporation Name
Counter Image, Inc

Principal Place of Business Mailing Address
1111 Bayshore Blvd, E-6
Clearwater, FL 33759 SAME

3. Date Incorporated or Qualified **7/2/96** 3a. Date of Last Report **N/A**

2. Principal Place of Business 2a. Mailing Address
21 **1111 Bayshore Blvd** 26 **1111 Bayshore Blvd.**

4. FEI Number **59-3387137** Applied For Not Applicable

22 **E-6** 27 **E-6**

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

23 **Clearwater, FL** 28 **Clearwater, FL**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

24 **33759** 25 **Piñellas** 29 **33759** 30 **Piñellas**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

Paul Frey
1111 Bayshore Blvd. E-6
Clearwater, FL 33759

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 agent or registered agent, 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 and hereby accept the provisions of Section 607.0505, Florida Statutes.

SIGNATURE **Paul Frey, President** DATE **4/28/97**

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	DELETE
President	Paul Frey	1111 Bayshore Blvd E-6	Clearwater FL 33759	<input type="checkbox"/>
Secretary	Susan Frey	1111 Bayshore Blvd E-6	Clearwater, FL 33759	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP	Change	Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-STATE-ZIP	Change	Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-STATE-ZIP	Change	Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-STATE-ZIP	Change	Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-STATE-ZIP	Change	Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-STATE-ZIP	Change	Addition

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*****165.00**

14. I, the undersigned, 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 contained 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: **Paul Frey** DATE: **4/28/97** DAYTIME PHONE #: **813-725-5181**

CR2E034 (9/96)