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May 02 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 # P96000063661 (8)

1. Corporation Name

POOLWORKS OF TALLAHASSEE INC.

Principal Place of Business

3007 TALLAVANA TRAIL
HAVANA FL 32333

Mailing Address

3007 TALLAVANA TRAIL
HAVANA FL 32333-9544



3. Date Incorporated or Qualified

07/30/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

COPELAND, MICHAEL M
3007 TALLAVANA TRAIL
HAVANA FL 32333

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

Sign over, type or print 3 name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<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-ST-ZIP	Change	Addition
	MICHAEL M. COPELAND	3007 TALLAVANA TR.	HAVANA, FL 32333	<input type="checkbox"/>	<input type="checkbox"/>
2.1 TITLE	PAM C COPELAND	3007 TALLAVANA TR.	HAVANA, FL 32333	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.2 NAME				<input type="checkbox"/>	<input type="checkbox"/>
2.3 STREET ADDRESS				<input type="checkbox"/>	<input type="checkbox"/>
2.4 CITY-ST-ZIP				<input type="checkbox"/>	<input type="checkbox"/>
3.1 TITLE				<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME				<input type="checkbox"/>	<input type="checkbox"/>
3.3 STREET ADDRESS				<input type="checkbox"/>	<input type="checkbox"/>
3.4 CITY-ST-ZIP				<input type="checkbox"/>	<input type="checkbox"/>
4.1 TITLE				<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME				<input type="checkbox"/>	<input type="checkbox"/>
4.3 STREET ADDRESS				<input type="checkbox"/>	<input type="checkbox"/>
4.4 CITY-ST-ZIP				<input type="checkbox"/>	<input type="checkbox"/>
5.1 TITLE				<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME				<input type="checkbox"/>	<input type="checkbox"/>
5.3 STREET ADDRESS				<input type="checkbox"/>	<input type="checkbox"/>
5.4 CITY-ST-ZIP				<input type="checkbox"/>	<input type="checkbox"/>
6.1 TITLE				<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME				<input type="checkbox"/>	<input type="checkbox"/>
6.3 STREET ADDRESS				<input type="checkbox"/>	<input type="checkbox"/>
6.4 CITY-ST-ZIP				<input type="checkbox"/>	<input type="checkbox"/>

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:

MICHAEL M. COPELAND

4/28/97 904-556-7665