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Apr 23 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 # P96000067461 (9)

1. Corporation Name
XS TECHNOLOGIES, INC.



Principal Place of Business: 4959 SOUTH ORANGE AVENUE ORLANDO FL 32806
Mailing Address: 4959 SOUTH ORANGE AVENUE ORLANDO FL 32806-8957

3. Date Incorporated or Qualified: 08/14/1996
3a. Date of Last Report

2. Principal Place of Business: 21 3001 CURRYFORD RD.
2a. Mailing Address: 26 3001 CURRYFORD RD.

4. FEI Number: 59-3394759
Applied For: Not Applicable

22. Suite, Apt. #, etc.

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

23. City & State: ORLANDO, FL
28. City & State: ORLANDO, FL

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

24. Zip: 32806
25. Country
29. Zip: 32806
30. Country

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

PARK, JOHN N
4959 SOUTH ORANGE AVENUE
ORLANDO FL 32806

81 Name
82 Street Address (P.O. Box Number is Not Acceptable): 3001 CURRYFORD RD.
83
84 City: ORLANDO FL 85 Zip Code: 32806

11. Pursuant to the provisions of Sections 607.0602 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] DATE: 4/4/97

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with 5 rows for officers/directors. Row 1: D PARK, JOHN N, 4959 SOUTH ORANGE AVENUE, ORLANDO FL 32806. Includes checkboxes for DELETE.

Table with 4 columns for additions/changes (1.1-1.4, 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4). Includes checkboxes for Change and Addition.

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] REQUIRED DATE: 4/4/97 (407) 895-0070

REC034 (9/96)