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Jan 21 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 # P96000071664 (2)

1. Corporation Name
OUTBOUND RESOURCES, INC.

Principal Place of Business
7100 SUNSET WAY STE 207
ST PETERSBURG BEACH FL 33706

Mailing Address
7100 SUNSET WAY STE 207
ST PETERSBURG BEACH FL 33706-3651



2. Principal Place of Business

21 5801 Ulmerton Rd

Suite, Apt. #, etc.
22 # 203

City & State
23 Clearwater FL

Zip Country
24 34620 25

2a. Mailing Address

26 5801 Ulmerton Rd

Suite, Apt. #, etc.
27 # 203

City & State
28 Clearwater FL

Zip Country
29 34620 30

3. Date Incorporated or Qualified
08/26/1996

3a. Date of Last Report
none

4. FEI Number

59-3398297

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

BEDWELL, STEVE
7100 SUNSET WAY STE 207
ST PETERSBURG BEACH FL 33706

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

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TITLE
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CITY- ST- ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

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

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

Change 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] Treasurer

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/9/97 (813) 536-8333

Date Day-Mo-Yr Time #

CR2E034 (9/96)