
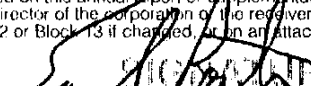


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 17 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P96000083277 (9)</b> 1. Corporation Name <b>CHANGECRAFT CORPORATION</b>					
Principal Place of Business <b>3522 KILMER DRIVE LAKELAND FL 33803</b>			Mailing Address <b>C/O EARL PORTER 2855 CALLE DE MOLINA SANTA FE NM 87505-8222</b>		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/04/1996</b>	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		3a. Date of Last Report <b>This is N/A First</b>	
22 City & State		27 City & State		4. FEI Number <b>59-3407442</b>	
23 Zip		28 Zip		5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
24 Country		29 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
9. Name and Address of Current Registered Agent <b>WESLEY, LINDA 3522 KILMER DRIVE LAKELAND FL 33803</b>			10. Name and Address of New Registered Agent		
			81 Name		
			82 Street Address (P.O. Box Number is Not Acceptable)		
			83		
			84 City		
			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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
12. OFFICERS AND DIRECTORS					
1.1 TITLE <input type="checkbox"/> DELETE					
1.2 NAME <b>PORTER, EARL</b>					
1.3 STREET ADDRESS <b>2855 CALLE DE MOLINA</b>					
1.4 CITY-ST-ZIP <b>SANTA FE NM 87505</b>					
2.1 TITLE <input type="checkbox"/> DELETE					
2.2 NAME <b>WESLEY, DOUG</b>					
2.3 STREET ADDRESS <b>3522 KILMER DRIVE</b>					
2.4 CITY-ST-ZIP <b>LAKELAND FL 33803</b>					
3.1 TITLE <input type="checkbox"/> DELETE					
3.2 NAME <b>BOAZ, VERONICA</b>					
3.3 STREET ADDRESS <b>2739 WALNUT STREET</b>					
3.4 CITY-ST-ZIP <b>ORLANDO FL 33806</b>					
4.1 TITLE <input checked="" type="checkbox"/> DELETE					
4.2 NAME <b>BRANCH, KENNETH</b>					
4.3 STREET ADDRESS <b>12507 NIGHTINGALE DRIVE</b>					
4.4 CITY-ST-ZIP <b>CHESTER VA 23831</b>					
5.1 TITLE <input type="checkbox"/> DELETE					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> DELETE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition					
1.2 NAME <b>D/V/S</b>					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME <b>D/P</b>					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME <b>D/V</b>					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
4.2 NAME <b>Meredith Wesley</b>					
4.3 STREET ADDRESS <b>1322 Fernwood Circle</b>					
4.4 CITY-ST-ZIP <b>Atlanta, GA 30319</b>					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
6.2 NAME					
6.3 STREET ADDRESS					
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 in an attachment with an address.					
SIGNATURE:  <b>EARL PORTER</b>					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					



CR2E034 (9/96)

4-10-97

505: 471-2512

Date

Daytime Phone #