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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| PROFIT CORPORATION ANNUAL REPORT 1997 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS | |
| DOCUMENT # <i>P96000085736</i> 1. Corporation Name BLACKWATCH INTERNATIONAL, INC. | | | |
| Principal Place of Business 210 HIDDEN LAKE DR. BRANDON, FL. 33511 | | Mailing Address P.O. BOX 2920 BRANDON, FL. 33509 | |
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 | |
| 9. Name and Address of Current Registered Agent RANDALL S. STEWART 210 HIDDEN LAKE DR. BRANDON, FL. 33511 | | 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 officer 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| 1.1 TITLE <input type="checkbox"/> DELETE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP | | 1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition PRESIDENT / DIRECTOR RANDALL S. STEWART 210 HIDDEN LAKE DR. BRANDON, FL. 33511 | |
| 2.1 TITLE <input type="checkbox"/> DELETE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP | | 2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition SECRETARY / DIRECTOR E. EVERETT MORROW 3035 AVALON TERRACE DR. VALRICO, FL. 33594 | |
| 3.1 TITLE <input type="checkbox"/> DELETE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP | | 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 700002168417--3 -05/06/97--01127--023 ****165.00 ****165.00 | |
| 4.1 TITLE <input type="checkbox"/> DELETE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP | | 4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition A. Alan 5/1/97 | |
| 5.1 TITLE <input type="checkbox"/> DELETE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP | | 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| 6.1 TITLE <input type="checkbox"/> DELETE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP | | 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| 14. I 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: <i>Randall S. Stewart</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR | | Date: <i>4/30/97</i> Daytime Phone #: <i>813-643-3300</i> | |

CR2E034 (9/96)