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Feb 11 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 # P96000090190 (5)

1. Corporation Name
MEMORY, SYSTEMS & MORE, INC.



Principal Place of Business: 3700 N HARBOR CITY BLVD #2E MELBOURNE FL 32935
Mailing Address: 3700 N HARBOR CITY BLVD #2E MELBOURNE FL 32935-5792

3. Date Incorporated or Qualified: 10/30/1996
3a. Date of Last Report
4. FEI Number: 59-3407262
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

2. Principal Place of Business: 21
2a. Mailing Address: 26
Suite, Apt #, etc.: 22
City & State: 27
Zip: 24 Country: 25
City & State: 28
Zip: 29 Country: 30

9. Name and Address of Current Registered Agent

MARCARELLI, RICHARD
3700 N HARBOR CITY BLVD #2E
MELBOURNE FL 32935

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 title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. OFFICERS AND DIRECTORS table with columns for Title, Name, Street Address, City-ST-ZIP, and a DELETED checkbox. Entries for MARCELI, RICHARD and MARCELI, HOLLY B.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 table with columns for Title, Name, Street Address, City-ST-ZIP, and Change/Addition checkboxes.

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:

Holly B. Marcarelli

2/5/97 407-254-0306

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0103583

CR2E034 (9/96)