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Mar 07 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 # P96000097858 (0)

1. Corporation Name
ANDOVER ASSOCIATES, INC.

Principal Place of Business
1515 SOUTH FLAGLER DRIVE
SUITE 604
WEST PALM BEACH FL 33401

Mailing Address
1515 SOUTH FLAGLER DRIVE
SUITE 604
WEST PALM BEACH FL 33401-7131



3. Date Incorporated or Qualified 12/04/1996	3a. Date of Last Report
4. FEI Number 65-0723461	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent PAXMAN, JOHN T ESQUIRE 1601 FORUM PLACE SUITE 801 WEST PALM BEACH FL 33401	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 FL
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	1.2 NAME		
STREET ADDRESS	1.3 STREET ADDRESS		
CITY - ST - ZIP	1.4 CITY - ST - ZIP		
TITLE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	2.2 NAME		
STREET ADDRESS	2.3 STREET ADDRESS		
CITY - ST - ZIP	2.4 CITY - ST - ZIP		
TITLE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	3.2 NAME		
STREET ADDRESS	3.3 STREET ADDRESS		
CITY - ST - ZIP	3.4 CITY - ST - ZIP		
TITLE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	4.2 NAME		
STREET ADDRESS	4.3 STREET ADDRESS		
CITY - ST - ZIP	4.4 CITY - ST - ZIP		
TITLE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	5.2 NAME		
STREET ADDRESS	5.3 STREET ADDRESS		
CITY - ST - ZIP	5.4 CITY - ST - ZIP		
TITLE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	6.2 NAME		
STREET ADDRESS	6.3 STREET ADDRESS		
CITY - ST - ZIP	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 on an attachment with an address.

SIGNATURE: Francis B. Herlihy 3/4/97 561-120-9010
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0000003

CR2E034 (9/96)