

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

FILED
Mar 17 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000103660 (2)
 1. Corporation Name
MODUS OPERANDI, INC.



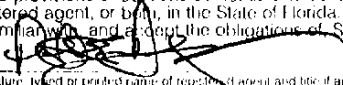
Principal Place of Business 122 FOURTH AVE. INDIALANTIC FL 32903	Mailing Address 122 FOURTH AVE. INDIALANTIC FL 32903-3112
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3. Date Incorporated or Qualified 12/23/1996	3a. Date of Last Report
4. FEI Number 59-3422783	Applied For Not Applicable
5. Certificate 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 checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country U.S.	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country U.S.
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9. Name and Address of Current Registered Agent
KOSTRO, VICTOR S ESQ.
1825 S. RIVERVIEW DR.
MELBOURNE FL


10. Name and Address of New Registered Agent
 81 Name **Dyson, Peter B.**
 82 Street Address (P.O. Box Number is Not Acceptable)
122 Fourth Avenue
 83
 84 City **Indialantic, FL** 85 Zip Code **32903**

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  **Peter B. Dyson President** 03/10/97
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-registering) DATE

12. OFFICERS AND DIRECTORS		
TITLE	D	<input type="checkbox"/> DELETE
NAME	DYSON, PETER	
STREET ADDRESS	122 FOURTH AVE.	
CITY-ST-ZIP	INDIALANTIC FL 32903	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	CPT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	US	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Rudmik, Andres	
2.3 STREET ADDRESS	108 Car Cay Lane	
2.4 CITY-ST-ZIP	Indian Harbour Beach, FL 32937	
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Boyd, Stowe	
3.3 STREET ADDRESS	11195 Longwood Grove Drive	
3.4 CITY-ST-ZIP	Reston, VA 20194	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
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)(j), 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:  **Peter B. Dyson** 03/10/97 407-984-3370

CR2E034 (9/96)