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Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P97000040302 (6)**

1. Corporation Name
A.N.D.-ONE SYSTEMS, INC.

Principal Place of Business	Mailing Address
6622 SOUTHPOINT DRIVE SOUTH. SUITE 310 JACKSONVILLE FL 32216	6622 SOUTHPOINT DRIVE SOUTH. SUITE 310 JACKSONVILLE FL 32216

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/02/1997

2. Principal Place of Business
21 281 Redfish Creek Drive
22 Suite, Apt. #, etc.
23 City & State: St. Augustine, FL
24 Zip: 32095 25 Country: USA

2a. Mailing Address
26 281 Redfish Creek Drive
27 Suite, Apt. #, etc.
28 City & State: St. Augustine, FL
29 Zip: 32095 30 Country: USA

4. FEI Number: [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired [X] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
MANNING, G. STEPHEN
6622 SOUTHPOINT DRIVE SOUTH, SUITE 310
JACKSONVILLE FL 32216

10. Name and Address of New Registered Agent
81 Name: G. Stephen Manning
82 Street Address (P.O. Box Number is Not Acceptable): 219 N. Newman Street
83 Suite 400
84 City: Jacksonville FL 85 Zip Code: 32202

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] 4-28-98
Signature, typed or printed name of person signing and capacity or authority (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICER(S) AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	President Michael D. Jett 281 Redfish Creek Drive St. Augustine, FL 32095	[ ] DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Vice President T. Keith Cason 1248 Fish Hawk Lane Jacksonville, FL 32225	[ ] DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Secretary Julie A. Cason 1248 Fish Hawk Lane Jacksonville, FL 32225	[ ] DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Treasurer Pamela P. Jett 281 Redfish Creek Drive St. Augustine, FL 32095	[ ] DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	[ ] Change [ ] Addition

JC 5/14

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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: [signature] VICE PRES. 4-28-98 (904) 221-0078