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FILED  
Jun 22 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



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

DOCUMENT # P97000068907 (9)

1. Corporation Name

TOTAL FULFILLMENT AND MARKETING SYSTEMS, INC.



Principal Place of Business

Mailing Address

1535 GARDEN ROAD  
FT. LAUDERDALE FL 33326

1535 GARDEN ROAD  
FT. LAUDERDALE FL 33326

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 55 Weston Road

26 4120 StagHorn Lane

Suite, Apt. #, etc

Suite, Apt. #, etc

22 322

27 Weston

City & State

City & State

23 Weston FL

28 FL

Zip

Zip

24 33326

29 33331

Country

Country

25 Broward

30 Broward

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST. STE. 1  
TALLAHASSEE FL 32302

81 Name

Anthony Ruggiero

82 Street Address (P.O. Box Number is Not Acceptable)

4120 StagHorn Lane

83

84 City

Fort Lauderdale

FL

85 Zip Code  
33331

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]*

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DPST  
NAME RUGGIERO, ANTHONY JR.  
STREET ADDRESS 1535 GARDEN ROAD  
CITY-ST-ZIP FT. LAUDERDALE FL 33326

11 TITLE  
12 NAME  
13 STREET ADDRESS 4120 StagHorn Lane  
14 CITY-ST-ZIP Fort Lauderdale, FL 33331

TITLE sec  
NAME Ruggiero, TAREN  
STREET ADDRESS 4120 StagHorn Lane  
CITY-ST-ZIP Fort Lauderdale, FL 33331

21 TITLE  
22 NAME  
23 STREET ADDRESS  
24 CITY-ST-ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

31 TITLE  
32 NAME  
33 STREET ADDRESS  
34 CITY-ST-ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

41 TITLE  
42 NAME  
43 STREET ADDRESS  
44 CITY-ST-ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

51 TITLE  
52 NAME  
53 STREET ADDRESS  
54 CITY-ST-ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

61 TITLE  
62 NAME  
63 STREET ADDRESS  
64 CITY-ST-ZIP

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]* 3/20/98 050-4226

CR2E034 (10/97)