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May 04, 1999 8:00 am
Secretary of State

05-04-1999 90119 037 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P98000010335

1. Corporation Name
W2 SYSTEMS, INC.



Principal Place of Business 3510 N.W. 53RD STREET FORT LAUDERDALE FL 33309	Mailing Address 3510 N.W. 53RD STREET FORT LAUDERDALE FL 33309
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 9230-9250 NW 102 St		2a. Mailing Address 26 8581 SW 16 Place		3. Date Incorporated or Qualified 01/30/1998	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 65-0810700	
City & State 23 Medley, FL		City & State 28 Fort Lauderdale, FL		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24 33178		Country 25 USA		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip 29 33324		Country 30 USA		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

NESTOR, JAMES J
3510 N.W. 53RD STREET
FORT LAUDERDALE FL 33309

10. Name and Address of New Registered Agent

81 Name Nestor, JAMES J
82 Street Address (P.O. Box Number is Not Acceptable) 8581 SW 16 Place
83
84 City Fort Lauderdale
85 Zip Code 33324

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	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD NESTOR, JAMES J 3510 N.W. 53RD STREET FORT LAUDERDALE FL 33309	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	PD Nestor, JAMES J 8581 SW 16 Place Fort Lauderdale, FL 33324
TITLE NAME STREET ADDRESS CITY-ST-ZIP	ST NESTOR, LINDA M 3510 N.W. 53RD STREET FORT LAUDERDALE FL 33309	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	ST Nestor, Linda M 8581 SW 16 Place Fort Lauderdale, FL 33324
TITLE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 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, with all other like empowered.

SIGNATURE:


SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

1/19/99

954 452-1198

CR2E034 (11/98)