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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

3. Date Incorporated or Qualified 01/30/1998	
2. Principal Place of Business 21 9230-9250 NW 102 St	2a. Mailing Address 26 8581 SW 16 Place
4. FEI Number 65-0810700	Applied For <input type="checkbox"/> 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
7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.
23. City & State Medley, FL	28. City & State Fort Lauderdale, FL
24. Zip 33178	25. Country USA
29. Zip 33324	30. Country USA

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** **FL** 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	NAME NESTOR, JAMES J	1.1 TITLE PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 3510 N.W. 53RD STREET	CITY-ST-ZIP FORT LAUDERDALE FL 33309	1.2 NAME Nestor, JAMES J	1.3 STREET ADDRESS 8581 SW 16 Place
TITLE ST	NAME NESTOR, LINDA M	1.4 CITY-ST-ZIP Fort Lauderdale, FL 33324	2.1 TITLE ST
STREET ADDRESS 3510 N.W. 53RD STREET	CITY-ST-ZIP FORT LAUDERDALE FL 33309	2.2 NAME Nestor, Linda M	2.3 STREET ADDRESS 8581 SW 16 Place
TITLE <input type="checkbox"/> DELETE	NAME	2.4 CITY-ST-ZIP Fort Lauderdale, FL 33324	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	3.2 NAME	3.3 STREET ADDRESS
TITLE <input type="checkbox"/> DELETE	NAME	3.4 CITY-ST-ZIP	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	4.2 NAME	4.3 STREET ADDRESS
TITLE <input type="checkbox"/> DELETE	NAME	4.4 CITY-ST-ZIP	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	5.2 NAME	5.3 STREET ADDRESS
TITLE <input type="checkbox"/> DELETE	NAME	5.4 CITY-ST-ZIP	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	6.2 NAME	6.3 STREET ADDRESS
TITLE <input type="checkbox"/> DELETE	NAME	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: *James J Nestor* **SIGNATURE REQUIRED** 1/19/99 954 452-1198
 DATE: _____ DAYTIME PHONE: _____

CR2E034 (11/98)