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Apr 11 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # S86479 (0)

1. Corporation Name
CADLINES, INC.

Principal Place of Business
10475 FORTUNE PARKWAY
BUILDING 200, SUITE 202
JACKSONVILLE FL 32256

Mailing Address
10475 FORTUNE PARKWAY
BUILDING 200, SUITE 202
JACKSONVILLE FL 32256-3525



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/10/1991		3a. Date of Last Report 04/30/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 59-3103325		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent LUCAS, ROBERTA 10475 FORTUNE PKWY BUILDING 200, SUITE 202 JACKSONVILLE FL 32256				10. Name and Address of New Registered Agent			
81. Name							
82. Street Address (P.O. Box Number is Not Acceptable)							
83.							
84. City				FL		85. Zip Code	

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	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUCAS, JAMES M.	1.2 NAME	
STREET ADDRESS	10475 FORTUNE PKWY., STE. 202	1.3 STREET ADDRESS	
CITY - ST - ZIP	JACKSONVILLE FL	1.4 CITY - ST - ZIP	
TITLE	SD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUCAS, ROBERTA L.	2.2 NAME	
STREET ADDRESS	10475 FORTUNE PKWY., STE. 202	2.3 STREET ADDRESS	
CITY - ST - ZIP	JACKSONVILLE FL	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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)(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: Robert Lucas ROBERTA LUCAS, 4/9/97 (604) 464-0090
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)