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Jan 28 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 # **V09912** (9)
1. Corporation Name
TOPSVILLE, INC.



Principal Place of Business
**11800 NW 102 RD
SUITE 2
MEDLEY FL 33178**

Mailing Address
**11800 NW 102 RD
SUITE 2
MEDLEY FL 33178-1030**

3. Date Incorporated or Qualified
01/29/1992

3a. Date of Last Report
01/25/1996

4. FEI Number
95-3006205

Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

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

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business

2a. Mailing Address

21. Suite/Apt #, etc

26. Suite/Apt #, etc.

22. City & State

27. City & State

23. City & State

28. City & State

24. Zip

25. Country

29. Zip

30. Country

9. Name and Address of Current Registered Agent
**BERMAN, BRUCE J.
701 BRICKELL AVE
STE 2100
MIAMI FL 33131**

10. Name and Address of New Registered Agent

81. Name
Rick L. Murphy, Esq

82. Street Address (P.O. Box Number is Not Acceptable)
11785 Royal Palm Blvd

83. City
STE 201

84. City
CORAL SPRINGS

85. Zip Code
FL 33065

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 607.0504, Florida Statutes.

SIGNATURE *Rick L. Murphy, Esq* DATE **1/10/97**

12. OFFICERS AND DIRECTORS

DELETE

TITLE **C**

NAME **AMIEL, MAURICE**

STREET ADDRESS **11800 NW 102 ROAD**

CITY-ST-ZIP **MEDLEY FL**

TITLE **P**

NAME **NITZBERG, MARK**

STREET ADDRESS **11800 NW 102 RD.**

CITY-ST-ZIP **MEDLEY FL 33178**

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

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: *[Signature]* CFO DATE **1/7/96** 305-883-8677

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)