FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1997

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

FILED
Mar 18 1997 8:00am
Secretary of State

DOCUMENT # V13777 (0)

1. Corporation Name
MHEM INC.

Principal Place of Business
1545 E. MERRITT ISLAND CSWY
MERRITT ISLD FL 32952
US

Mailing Address
P.O. BOX 541255
MERRITT ISLAND FL 32954-1255

3. Date Incorporated or Qualified: 02/13/1992
3a. Date of Last Report: 03/14/1996
4. FEI Number: 59-3109768 — [ ] 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. [X] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 | Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 | Country 30

9. Name and Address of Current Registered Agent
CARUSO TEAGUE, JOE
800 E. MERRITT ISLAND CAUSEWAY
SUITE 200
MERRITT ISLAND FL 32952

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 ______ DATE

12. OFFICERS AND DIRECTORS

TITLE	VT	[ ] DELETE
NAME	FRONRATH, GARY	
STREET ADDRESS	445 E MERRITT ISLAND CSY	
CITY-ST-ZIP	MERRITT ISLAND FL	
TITLE	S	[ ] DELETE
NAME	WILLIAMS, BARBARA	
STREET ADDRESS	445 E MERRITT ISLAND CSY	
CITY-ST-ZIP	MERRITT ISLAND FL	
TITLE	P	[ ] DELETE
NAME	ERDMAN, MICHAEL H	
STREET ADDRESS	445 E MERRITT ISLD CSWY	
CITY-ST-ZIP	MERRITT ISLD FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE		[ ] Change [ ] Addition
1 NAME		
1 STREET ADDRESS		
1 CITY-ST-ZIP		
2 TITLE		[ ] Change [ ] Addition
2 NAME		
2 STREET ADDRESS		
2 CITY-ST-ZIP		
3 TITLE		[ ] Change [ ] Addition
3 NAME		
3 STREET ADDRESS		
3 CITY-ST-ZIP		
4 TITLE		[ ] Change [ ] Addition
4 NAME		
4 STREET ADDRESS		
4 CITY-ST-ZIP		
5 TITLE		[ ] Change [ ] Addition
5 NAME		
5 STREET ADDRESS		
5 CITY-ST-ZIP		
6 TITLE		[ ] Change [ ] Addition
6 NAME		
6 STREET ADDRESS		
6 CITY-ST-ZIP		

CR2E034 (9/96)

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] 3-14-97