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Apr 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 260418 (9)

1. Corporation Name
AMERINET FINANCIAL SYSTEMS, INC.



Principal Place of Business P.O. BOX 1656 0000A FL 32023	Mailing Address P.O. BOX 1656 0000A FL 32023-1656
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2. Principal Place of Business 21 3400 Inland Empire Blvd. #205 Suite, Apt. #, etc. 22 205 City & State 23 Ontario, CA Zip Country 24 91764 25 USA	2a. Mailing Address 26 3400 Inland Empire Blvd. #205 Suite, Apt. #, etc. 27 205 City & State 28 Ontario, CA Zip Country 29 91764 30 USA	3. Date Incorporated or Qualified 06/28/1962	3a. Date of Last Report 05/01/1996
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9. Name and Address of Current Registered Agent WEST, PERRY DOUGLAS 1270 ORANGE AVENUE, STE. A WINTER PARK FL 32789	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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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's signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DUANE, CHRISTIE	1.2 NAME	
STREET ADDRESS	3400 INLAND EMPIRE BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	ONTARIO CA 91764	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEMBROKE, JOHN J	2.2 NAME	John J. Pembroke
STREET ADDRESS	9827 ROCKY BRANCH	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 76243	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WEST, PERRY D	3.2 NAME	William P. Yeager
STREET ADDRESS	1270 ORANGE AVENUE SUITE A	3.3 STREET ADDRESS	3400 Inland Empire Blvd. #205
CITY-ST-ZIP	WINTER PARK FL 32789	3.4 CITY-ST-ZIP	Ontario, CA 91764
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Winston E. Hickman
STREET ADDRESS		4.3 STREET ADDRESS	3400 Inland Empire Blvd. #205
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Ontario, CA 91764
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Eric H. Cunliffe
STREET ADDRESS		5.3 STREET ADDRESS	6200 S. Syracuse Way, #400
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Englewood, CO 80111
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Alan S. Nopar
STREET ADDRESS		6.3 STREET ADDRESS	2166 The Alameda
CITY-ST-ZIP		6.4 CITY-ST-ZIP	San Jose, CA 95126

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: **Winston E. Hickman, EVP** *[Signature]* 4/8/97 (909) 481-7800

CR2E034 (9/96)