

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Sep 24 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 # F96000003231 (5)
 1. Corporation Name
BACK-IN-A-FLASH, INC.



Principal Place of Business: 1135 W. 6TH ST., STE 140 AUSTIN TX 78703
 Mailing Address: 1135 W. 6TH ST., STE 140 AUSTIN TX 78703

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 06/26/1996
 3a. Date of Last Report

4. FEI Number: 74-2730333
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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

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

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	BLOOMQUIST, GLYNN	
STREET ADDRESS	1 CRYSTAL SPRINGS CT #G	
CITY-ST-ZIP	AUSTIN TX	
TITLE	VTD	<input checked="" type="checkbox"/> DELETE
NAME	MCNARON, GERALD	
STREET ADDRESS	4802 CAP ROCK DR	
CITY-ST-ZIP	AUSTIN TX	
TITLE	CSD	<input checked="" type="checkbox"/> DELETE
NAME	INGRAHAM, HUB	
STREET ADDRESS	2026 WESTLAKE COVE	
CITY-ST-ZIP	AUSTIN TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BECKER, DONALD W	
STREET ADDRESS	7334 ASHTON	
CITY-ST-ZIP	SAN ANTONIO TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	STETSON, ROBERT J	
STREET ADDRESS	10915 CROOKED CREEK DR	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	INGRAHAM, SCOTT	
STREET ADDRESS	4041 EAST SUNSET ROAD	
CITY-ST-ZIP	HENDERSON NV	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Bloomquist, Glynn	
1.3 STREET ADDRESS	3 CLUB ESTATES PKWY	
1.4 CITY-ST-ZIP	AUSTIN, TX 78738	
2.1 TITLE	TREASURER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Noboru Tanaka	
2.3 STREET ADDRESS	470 MILLER RD	
2.4 CITY-ST-ZIP	NYE, NY 10580	
3.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Jonathan E. File	
3.3 STREET ADDRESS	77 Hillside Avenue	
3.4 CITY-ST-ZIP	Mount Kisco, NY 10549	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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 ***750.00

9/24/97

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]* GLYNN BLOOMQUIST 9.3.97 512 477.4316

CR2E034 (4/97)