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**Mar 27 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 # P94000024341 (7)

ICP1, INC.



Principal Place of Business
**P.O. BOX 560279
ORLANDO FL 32856-0279**

Mailing Address
**P.O. BOX 560279
ORLANDO FL 32856-0279**

2. Principal Place of Business

2a. Mailing Address

21 State, Apt. #, etc.

26 State, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**WALKER, H W JR
4900 FIRST UNION FINANCIAL CENTER
200 S BISCAYNE BOULEVARD
MIAMI FL 33131-2352**

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

Signatures of the principal place of business, agent and trust, if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	DP	<input type="checkbox"/> DELETE
NAME	COHEN, MARK B	
STREET ADDRESS	PO BOX 395 CHURCH ST ATATION	
CITY-STATE-ZIP	NY NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MATTON, PETER V	
STREET ADDRESS	PO BOX 395 CHURCH ST STATION	
CITY-STATE-ZIP	NY NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ROCHE, WILLIAM A	
STREET ADDRESS	PO BOX 395 CHURCH ST STATION	
CITY-STATE-ZIP	NY NY	
TITLE	TS	<input type="checkbox"/> DELETE
NAME	FRELICH, PAUL A	
STREET ADDRESS	PO BOX 395 CHURCH ST STATION	
CITY-STATE-ZIP	NY NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	FRIEDRICH, HENRY P	
STREET ADDRESS	PO BOX 395 CHURCH ST STATION	
CITY-STATE-ZIP	NY NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BUERGLER, MARCUS U	
STREET ADDRESS	PO BOX 395 CHURCH ST STATION	
CITY-STATE-ZIP	NY NY	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-STATE-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-STATE-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 addendum with an address.

SIGNATURE:

Mark Cohen
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Mark Cohen 2/24/97

Date

Day and Month #

CR2E034 (9/96)