

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jun 18 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

DOCUMENT # 838742 (5)
1. Corporation Name
BLEEMAN HOLDINGS LIMITED (INCORPORATED)



| | |
|---|---|
| Principal Place of Business 970 LAWRENCE AVE WEST STE 300 STE 304 CANADA US | Mailing Address 970 LAWRENCE AVE WEST STE 300 STE 304 CANADA US |
|---|---|

DO NOT WRITE IN THIS SPACE

| | |
|--|---|
| 2. Principal Place of Business 21 970 Lawrence Ave West Suite, Apt. #, etc. 23 TORONTO, ON Zip Country 24 M6A 3B6 25 Canada | 2a. Mailing Address 26 970 Lawrence Ave W. Suite, Apt. #, etc. 28 TORONTO, ON Zip Country 29 M6A-3B6 30 Canada |
|--|---|

| | | |
|---|--------------------------------|-------------------------------|
| 3. Date Incorporated or Qualified 07/06/1977 | 4. FEI Number 98-0033708 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

9. Name and Address of Current Registered Agent
TRAURIG, ROBERT H
1401 BRICKELL AVE
PENTHOUSE I
MIAMI FL 33131

| | |
|---|----------------|
| 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reappointing)

DATE

| 12. OFFICERS AND DIRECTORS | |
|----------------------------|-----------------------|
| TITLE | PD |
| NAME | BLEEMAN, ABRAHAM |
| STREET ADDRESS | 17 REDDICK CT |
| CITY-ST-ZIP | TORONTO CA |
| TITLE | SD |
| NAME | HOUSER, ELMORE |
| STREET ADDRESS | 62 QUAIL VALLEY LANE |
| CITY-ST-ZIP | THORNHILL CA |
| TITLE | V |
| NAME | SEIDEL, GEORGE |
| STREET ADDRESS | 148 FISHERVILLE RD |
| CITY-ST-ZIP | WILLOWDALE CA |
| TITLE | D |
| NAME | HOFSTEDTER, S. |
| STREET ADDRESS | 43 YORKS DOWNS DRIVE |
| CITY-ST-ZIP | DOWNSVIEW, ONT. |
| TITLE | V |
| NAME | BLEEMAN, N. |
| STREET ADDRESS | 580 COLDSTREAM AVE |
| CITY-ST-ZIP | TORONTO, ONTARIO |
| TITLE | AS |
| NAME | HENRY, ROBERT W |
| STREET ADDRESS | 6 SANDRINGERHAM DRIVE |
| CITY-ST-ZIP | TORONTO, CANADA |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---|--|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Bleeman, Aaron |
| 3.3 STREET ADDRESS | 146 Dalemount Ave |
| 3.4 CITY-ST-ZIP | TORONTO, ON M6B-3C9 |
| 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 | |

14. I 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 in an attachment with an address.

SIGNATURE:  M. 28 1998 416 256-3900

CR2E034 (10/97)