SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Oct 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # F96000001350 (5)

1. Corporation Name

1039015 ONTARIO LIMITED CORP.

Principal Place of Business
378 FAIRLAWN AVE
TORONTO ONTARIO CANADA M5M -1T8

Mailing Address
4 GLENGROVE AVE WEST
TORONTO ONTARIO CANADA M4RIN
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/18/1996

4. FEI Number
98-0159028
[ ] 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 [X] 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
BRUNTON REGISTERED AGENTS INC
4710 NW BOCA RATON BLVD., #101
BOCA RATON FL 33431

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 607.0505, 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

12. OFFICERS AND DIRECTORS

TITLE PDC [ ] DELETE
NAME HAYHURST, JAMES
STREET ADDRESS 378 FAIRLAWN AVE
CITY ST ZIP TORONTO ONTARIO CANADA M5M -1T8
TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP
TITLE [ ] DELETE
NAME
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TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY ST ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE [ ] Change [ ] Addition
12 NAME
13 STREET ADDRESS
14 CITY ST ZIP
21 TITLE [ ] Change [ ] Addition
22 NAME
23 STREET ADDRESS
24 CITY ST ZIP
31 TITLE [ ] Change [ ] Addition
32 NAME
33 STREET ADDRESS
34 CITY ST ZIP
41 TITLE [ ] Change [ ] Addition
42 NAME
43 STREET ADDRESS
44 CITY ST ZIP
51 TITLE [ ] Change [ ] Addition
52 NAME
53 STREET ADDRESS
54 CITY ST ZIP
61 TITLE [ ] Change [ ] Addition
62 NAME
63 STREET ADDRESS
64 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 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 attached sheet with an address.

SIGNATURE: [signature] Sept 23. 98 416 785 7700

CR2E034 (5/98)