

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

FILED
Jun 16, 1999 8:00 am
Secretary of State

06-16-1999 90014 012 ***550.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000005786
 1. Corporation Name
HGG ACQUISITION CUSTOMIZED INTEGRATED SYSTEMS FOR LOGISTICS, INC.

Principal Place of Business 12 WEST MARKET ST YORK PA 17405	Mailing Address 12 W. MARKET ST M-15036 YORK PA 17405
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/03/1997	
21	22	26	27	4. FEI Number 13 3519717 23-2959496	Applied For Not Applicable
23		28		5. Certificate of Status Desired	\$8.75 Additional Fee Required
24		29		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
25		30		8. This corporation owes the current year Intangible Personal Property Tax.	

9. Name and Address of Current Registered Agent
UNITED CORPORATE SERVICES, INC.
 801 NE 167TH ST., STE. 300
 NORTH MIAMI BEACH FL 33162

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	RIKLIS, MESHULAM	
STREET ADDRESS	9560 WILSHIRE BLVD.	
CITY-ST-ZIP	BEVERLY HILLS CA 90212	
TITLE	P	<input type="checkbox"/> DELETE
NAME	WATKINS, TED	
STREET ADDRESS	12 WEST MARKET ST	
CITY-ST-ZIP	YORK PA 17405	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	WEINER, PAUL	
STREET ADDRESS	12 WEST MARKET ST	
CITY-ST-ZIP	YORK PA 17405	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MICHAELSON, ARTHUR M	
STREET ADDRESS	633 THIRD AVE.	
CITY-ST-ZIP	NEW YORK NY 10017	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	530 FIFTH AVENUE
4.4 CITY-ST-ZIP	NEW YORK NY 10036
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 on an attachment with an address, with all other like empowered.

SIGNATURE: *Paul Weiner* 6/11/99 717-699-4135
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

000001 124000