

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997
 AMOUNT DUE ON OR BEFORE 8/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Jul 29 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 #H23177 (9)
 1. Corporation Name
 ME LICENSING CORPORATION

Principal Place of Business Mailing Address
 C/O MARKBOROUGH FLORIDA INC. C/O MARKBOROUGH FLORIDA INC.
 8709 HUNTER'S GREEN DRIVE 8709 HUNTER'S GREEN DRIVE
 TAMPA FL 33647 TAMPA FL 33647



DO NOT WRITE IN THIS SPACE

| | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------|--------------------------------------|----------------------------------------------|--------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | 3a. Date of Last Report |
| 21 | TWO MILL ROAD Suite, Apt. #, etc. | 2a | TWO MILL ROAD Suite, Apt. #, etc. | 09/24/1984 | 02/28/96 |
| 22 | P.O. BOX 4679 City & State | 27 | P.O. BOX 4679 City & State | 4. FEI Number | Applied For |
| 23 | WILMINGTON DE | 28 | WILMINGTON DE | 59-2453729 | Not Applicable |
| 24 | Zip | 25 | Country | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 19807 | US | 19807 | US | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |
| THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301 | | | | | |
| 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 reinstalling) DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE | PD WREN, WILLIAM TWO MILL ROAD WILMINGTON DE | 11 TITLE | <input checked="" type="checkbox"/> DELETE |
| NAME | VD JONES, MARTIN B. 180 WARDOUR ST. LONDON EN | 12 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | PD SCHURR, JAMES R. TWO MILL ROAD WILMINGTON DE | 13 STREET ADDRESS | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| CITY - ST - ZIP | TD LEWIS, ALAN M. SUITE 2708, TORONTO DOMINION CENTER TORONTO ON | 14 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE | SD CROFT, IAN D. 65 QUEEN STREET WEST TORONTO ON | 21 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VD CORDIN, STUART N. 180 WARDOUR ST. LONDON EN | 22 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | | 23 STREET ADDRESS | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| CITY - ST - ZIP | | 24 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE | | 31 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 32 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | | 33 STREET ADDRESS | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| CITY - ST - ZIP | | 34 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE | | 41 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 42 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | | 43 STREET ADDRESS | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| CITY - ST - ZIP | | 44 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE | | 51 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 52 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | | 53 STREET ADDRESS | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| CITY - ST - ZIP | | 54 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE | | 61 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 62 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | | 63 STREET ADDRESS | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| CITY - ST - ZIP | | 64 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

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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: James R. Schurr 7/22/97 302-594-4700

CR2E034 (4/97)