

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 05 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 # K10797 (4)  
 1. Corporation Name  
 PHOTOWORKS OF SOUTH FLORIDA, INC.



Principal Place of Business Mailing Address  
 % BRIAN WALLACE 2300 S.E. 17TH ST. FT. LAUDERDALE FL 33316  
 % BRIAN WALLACE 2300 S.E. 17TH ST. FT. LAUDERDALE FL 33316

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address  
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.  
 22 City & State 27 City & State  
 23 Zip 24 Country 28 Zip 29 Country 30

3. Date Incorporated or Qualified  
 01/06/1988  
 4. FEI Number Applied For  
 65-0044571 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 No

9. Name and Address of Current Registered Agent  
 WALLACE, BRIAN  
 18 FIESTA WAY  
 FT. LAUDERDALE FL 33301

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 reinstating) DATE

12. OFFICERS AND DIRECTORS  
 TITLE D [ ] DELETE  
 NAME WALLACE, BRIAN  
 STREET ADDRESS 18 FIESTA WAY  
 CITY-ST-ZIP FT. LAUDERDALE FL  
 TITLE D [ ] DELETE  
 NAME WALLACE, KEADY  
 STREET ADDRESS 18 FIESTA WAY  
 CITY-ST-ZIP FT. LAUDERDALE FL  
 TITLE [ ] DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP  
 TITLE [ ] DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP  
 TITLE [ ] DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  
 1.1 TITLE [ ] Change [ ] Addition  
 1.2 NAME  
 1.3 STREET ADDRESS  
 1.4 CITY-ST-ZIP  
 2.1 TITLE [ ] Change [ ] Addition  
 2.2 NAME  
 2.3 STREET ADDRESS  
 2.4 CITY-ST-ZIP  
 3.1 TITLE [ ] Change [ ] Addition  
 3.2 NAME  
 3.3 STREET ADDRESS  
 3.4 CITY-ST-ZIP  
 4.1 TITLE [ ] Change [ ] Addition  
 4.2 NAME  
 4.3 STREET ADDRESS  
 4.4 CITY-ST-ZIP  
 5.1 TITLE [ ] Change [ ] Addition  
 5.2 NAME  
 5.3 STREET ADDRESS  
 5.4 CITY-ST-ZIP  
 6.1 TITLE [ ] Change [ ] Addition  
 6.2 NAME  
 6.3 STREET ADDRESS  
 6.4 CITY-ST-ZIP

10/05  
 700002656347  
 -10/06/98--01011--034  
 \*\*\*550.00

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.

SIGNATURE: SIGNATURE REQUIRED 9-29-98 954-761-1955

CRZE034 (5/98)