

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

FILED
Apr 16 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 # L43547
1. Corporation Name

PHOENIX A.G. INTERNATIONAL CORP.

Principal Place of Business: 335 SAN ROBERTO DRIVE, TITUSVILLE, FL 32786-7286
Mailing Address: c/o CLIFF BOWDITCH, 26 CHICKASAW CR, KANATA, ON K2M 1M4, CANADA

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		01/19/1990	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
				59-3073799	
22. City & State		27. City & State		5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
Country		Country		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				10. Name and Address of New Registered Agent	
BOWDITCH, C. F. 335 SAN ROBERTO DRIVE TITUSVILLE, FL 32786-7286				B1 Name	
				B2 Street Address (P.O. Box Number is Not Acceptable)	
				B3	
				B4 City	
				FL B5 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 _____ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BOWDITCH, CLIFF			1.2 NAME			
STREET ADDRESS	335 SAN ROBERTO DRIVE			1.3 STREET ADDRESS			
CITY-ST-ZIP	TITUSVILLE, FL 32786-7286			1.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	LAHEY, ORVILLE			2.2 NAME			
STREET ADDRESS	12 CAMBRIDGE CRT. RR. #5			2.3 STREET ADDRESS			
CITY-ST-ZIP	KEMPTVILLE, ON			2.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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: C.F. BOWDITCH Apr. 6/98 413-233-1010
Date Daytime Phone #

CR2E034 (10/97)