

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

FILED
Mar 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000005022 (7)
 1. Corporation Name
PHOENIX INTERNATIONAL LTD., INC.



Principal Place of Business 500 INTERNATIONAL PARKWAY HEATHROW FL 32746 US <i>HEATHROW</i>	Mailing Address 500 INTERNATIONAL PARKWAY HEATHROW FL 32746 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State Heathrow 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 01/11/1993	4. FEI Number 59-3171810	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CD	NAME YUSEFZADEH, BAHRAM	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 900 WINDERLEY PLACE, STE. 140	CITY-ST-ZIP MAITLAND FL	1.2 NAME	
TITLE V	NAME SCARBOROUGH, CLAY E.	1.3 STREET ADDRESS 500 INTERNATIONAL PARKWAY	
STREET ADDRESS 900 WINDERLEY PLACE, SUITE 140	CITY-ST-ZIP MAITLAND FL	1.4 CITY-ST-ZIP HEATHROW, FL 32746	
TITLE S	NAME STURM, GLENN	2.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 900 WINDERLEY PLACE, SUITE 140	CITY-ST-ZIP MAITLAND FL	2.2 NAME	
TITLE VD	NAME NEWES, MICHAEL R	2.3 STREET ADDRESS 500 INTERNATIONAL PARKWAY	
STREET ADDRESS 900 WINDERLEY PL., STE. 140	CITY-ST-ZIP MAITLAND FL	2.4 CITY-ST-ZIP HEATHROW, FL 32746	
TITLE PD	NAME REICHARD, RALPH	3.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 900 WINDERLEY PL, STE. 140	CITY-ST-ZIP MAITLAND FL	3.2 NAME	
TITLE D	NAME MURPHY, MICHAEL J	3.3 STREET ADDRESS 500 INTERNATIONAL PARKWAY	
STREET ADDRESS 900 WINDERLEY PLACE, SUITE 140	CITY-ST-ZIP MAITLAND FL	3.4 CITY-ST-ZIP HEATHROW FL 32746	
TITLE D	NAME MURPHY, MICHAEL J.	4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
STREET ADDRESS 500 INTERNATIONAL PARKWAY	CITY-ST-ZIP HEATHROW, FL 32746	4.2 NAME	
TITLE D	NAME MURPHY, MICHAEL J.	4.3 STREET ADDRESS 500 INTERNATIONAL PARKWAY	
STREET ADDRESS 500 INTERNATIONAL PARKWAY	CITY-ST-ZIP HEATHROW, FL 32746	4.4 CITY-ST-ZIP	
TITLE D	NAME MURPHY, MICHAEL J.	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 500 INTERNATIONAL PARKWAY	CITY-ST-ZIP HEATHROW, FL 32746	5.2 NAME	
TITLE D	NAME MURPHY, MICHAEL J.	5.3 STREET ADDRESS 500 INTERNATIONAL PARKWAY	
STREET ADDRESS 500 INTERNATIONAL PARKWAY	CITY-ST-ZIP HEATHROW, FL 32746	5.4 CITY-ST-ZIP	
TITLE D	NAME MURPHY, MICHAEL J.	6.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS 500 INTERNATIONAL PARKWAY	CITY-ST-ZIP HEATHROW, FL 32746	6.2 NAME	
TITLE D	NAME MURPHY, MICHAEL J.	6.3 STREET ADDRESS 500 INTERNATIONAL PARKWAY	
STREET ADDRESS 500 INTERNATIONAL PARKWAY	CITY-ST-ZIP HEATHROW, FL 32746	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.

SIGNATURE: *Clay Scarborough* **CLAY SCARBOROUGH 3/6/98 407-548-5206**

CR2E034 (10/97)