

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

FILED
Apr 21, 1999 8:00 am
Secretary of State

04-21-1999 90074 007 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P93000005022

1. Corporation Name
PHOENIX INTERNATIONAL LTD., INC.



Principal Place of Business
**500 INTERNATIONAL PARKWAY
 HEATHROW FL 32746
 US**

Mailing Address
**500 INTERNATIONAL PARKWAY
 HEATHROW FL 32746
 US**

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified
01/11/1993

4. FEI Number
59-3171810

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

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 <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YUSEFZADEH, BAHRAM	1.2 NAME	
STREET ADDRESS	500 INTERNATIONAL PARKWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	HEATHROW FL 32746	1.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SCARBOROUGH, CLAY E.	2.2 NAME	THEODORE C. BURNS
STREET ADDRESS	500 INTERNATIONAL PARKWAY	2.3 STREET ADDRESS	500 INTERNATIONAL PARKWAY
CITY-ST-ZIP	HEATHROW FL 32746	2.4 CITY-ST-ZIP	HEATHROW FL 32746
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STURM, GLENN	3.2 NAME	
STREET ADDRESS	500 INTERNATIONAL PARKWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	HEATHROW FL 32746	3.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHUDASANI, RAJU M	4.2 NAME	
STREET ADDRESS	500 INTERNATIONAL PARKWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	HEATHROW FL 32746	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURPHY, MICHAEL J	5.2 NAME	
STREET ADDRESS	500 INTERNATIONAL PARKWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	HEATHROW FL 32746	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 on an attachment with an address, with all other like empowered.

SIGNATURE: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/12/99 (407) 542-5123
 Date Daytime Phone #

CR2E034 (11/98)