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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P93000050501

1. Corporation Name
IMAGE MATTERS INC.



Principal Place of Business
 110 N.W. 5TH AVENUE
 FT. LAUDERDALE FL 33311
 US

Mailing Address
 P.O. BOX 1133
 FT. LAUDERDALE FL 33302-1133
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/20/1993

4. FEI Number

65-0434191

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

Trust Fund Contribution

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

2. Principal Place of Business

21 **3029 NW 28 Street**

Suite, Apt. #, etc.

22 City & State

23 **Lauderdale Lakes, FL**

24 Zip

25 **33311**

Country

2a. Mailing Address

26 **PO Box 101202**

Suite, Apt. #, etc.

27 City & State

28 **Fort Lauderdale, FL**

29 Zip

30 **33310**

Country

9. Name and Address of Current Registered Agent

WILKES, JOHN P PA
150 NORTH FEDERAL HIGHWAY
SUITE 200
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 **GROSS, MARK**
 STREET ADDRESS **P.O. BOX 1133**
 CITY-ST-ZIP **FT. LAUDERDALE FL**

TITLE **D** DELETE

NAME **GROSS, MARK**
 STREET ADDRESS **2815 S W 117 AVE**
 CITY-ST-ZIP **DAVIE FL**

TITLE **C** DELETE

NAME **GROSS, LAURIE**
 STREET ADDRESS **2815 SW 117 AVENUE**
 CITY-ST-ZIP **DAVIE 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 **PO Box 101202**
 1.4 CITY-ST-ZIP **Ft. Lauderdale, FL 33310**

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

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 REQUIRED**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)