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**Apr 01 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 # P94000052816 (3)

1. Corporation Name
ARTOPIA INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: **12737 SW 69 TERRACE MIAMI FL 33183**
Mailing Address: **12737 SW 69 TERRACE MIAMI FL 33183**

3. Date Incorporated or Qualified: **07/13/1994**
4. FEI Number: **65-0536178**
Applied For: Applied For Not Applicable
6. Certificate of Status Desired: **\$8.75 Additional Fee Required**
8. 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

2. Principal Place of Business: **21** Suite, Apt. #, etc. **22** City & State **23** Zip **24** Country **25**
2a. Mailing Address: **26** Suite, Apt. #, etc. **27** City & State **28** Zip **29** Country **30**

9. Name and Address of Current Registered Agent
**PALACIOS, RAYMOND
12737 SW 69 TERRACE
MIAMI FL 33183**

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

TITLE	VTS	<input type="checkbox"/> DELETE
NAME	PALACIOS, NATASA	
STREET ADDRESS	12737 SW 69 TERRACE	
CITY-ST-ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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.

SIGNATURE _____ **MARCH 25 1998 380-9159**

CR2E034 (10/97)