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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 # P94000058681

1. Corporation Name  
**PROSOLVE INC.**



Principal Place of Business

9440 SW 65TH ST  
 MIAMI FL 33173  
 US

Mailing Address

9440 SW 65TH ST  
 MIAMI FL 33173  
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/05/1994

4. FEI Number

65-0518429

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$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.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

30

9. Name and Address of Current Registered Agent

KASPER, KATHLEEN G  
 9440 SW 65TH ST  
 MIAMI FL 33173

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  DELETE

D  
 NAME KASPER, MARTIN  
 STREET ADDRESS 9123 SW 78 PLACE  
 CITY-ST-ZIP MIAMI FL

TITLE  DELETE

C  
 NAME KASPER, KATHLEEN G  
 STREET ADDRESS 9440 SW 65TH ST  
 CITY-ST-ZIP MIAMI 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

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

1.4 CITY-ST-ZIP

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: KATHLEEN G. KASPER

1/4/99

305-273-3939

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/198)