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Mar 23, 1999 8:00 am
Secretary of State

03-23-1999 90067 021 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000099534

1. Corporation Name
QUANTUM CAT ENTERTAINMENT, INC.

Principal Place of Business 217 ORANGE TERRACE WINTER PARK FL 32789	Mailing Address 217 ORANGE TERRACE WINTER PARK FL 32789
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 270 Orange Terrace Suite, Apt. #, etc.	2a. Mailing Address 26 270 Orange Terrace Suite, Apt. #, etc.
22 City & State 23 Winter Park, FL	27 City & State 28 Winter Park, FL
24 32789 25 USA	29 32789 30 USA

3. Date Incorporated or Qualified 01/01/1997	4. FEI Number 59-3434243	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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

BREITBEIL, JAMES
217 ORANGE TERRACE
WINTER PARK FL 32789

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	270 Orange Terrace
83	
84 City	Winter Park FL
85 Zip Code	32789

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 *James Breitbeil* (James Breitbeil) DATE **3/22/99**

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	KINGSLEY, JOSEPH
STREET ADDRESS	400 LAKE PLACID CT, #303
CITY-ST-ZIP	ALTAMONT SPRINGS FL 32701
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Kingsley, Joseph
1.3 STREET ADDRESS	6117 Raleigh St #609
1.4 CITY-ST-ZIP	Orlando, FL 32835
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 with all other like empowered.

SIGNATURE: *Joseph Kingsley* DATE **3/22/99** DAYTIME PHONE # **407-549-1272**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2F034 (11/98)