

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Jul 31 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 # P97000038750 (0)
 1. Corporation Name
 BEE LINE MONORAIL SYSTEM, INC.



Principal Place of Business Mailing Address
 ONE EAST BROWARD BLVD SUITE 1300 ONE EAST BROWARD BLVD SUITE 1300
 FORT LAUDERDALE FL 33301 FORT LAUDERDALE FL 33301

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 1360 South Ocean Blvd. 26 1360 South Ocean Blvd
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 1905 27 1905
 City & State City & State
 23 Pompano Beach, FL 28 Pompano Beach, FL
 Zip Country Zip Country
 24 33062 25 USA 29 33062 30 USA

3. Date Incorporated or Qualified
 04/30/1997
 4. FEI Number Applied For
 65-0765343 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 INTRASTATE REGISTERED AGENT CORPORATION
 701 BRICKELL AVE SUITE 3000
 MIAMI FL 33131
 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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPST	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Eugene K. Garfield	1.2 NAME	
STREET ADDRESS	1360 South Ocean Blvd.	1.3 STREET ADDRESS	
CITY-ST-ZIP	Pompano Beach, Florida 33062	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	700002604350
STREET ADDRESS		5.3 STREET ADDRESS	-07/31/98--01083--008
CITY-ST-ZIP		5.4 CITY-ST-ZIP	***150.00
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.

SIGNATURE: *Eugene K. Garfield* 7/18/98 (954) 942

CR2E034 (5/98)



July 27, 1998

Annual Reports Filings
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed is our 1998 Annual report. We are filing this form late due to an error in the mailing address.

In July of 1997 the Company changed its name and mailing address by filing an amendment with the Division of Corporations. (Attachment)

The renewal notice was inadvertently sent to the old mailing address at One East Broward Boulevard, Suite 1300, Fort Lauderdale, Florida 33301 instead of 1360 South Ocean Boulevard, Suite 1905 Pompano Beach, Florida 33062.

As soon as we became aware of the error, we immediately contacted the State and told them of the incorrect mailing address.

We would have respectfully filed this timely had we received it timely.

Sincerely,

Frank H. Foote
Frank H. Foote
Director of Operations