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FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90076 019 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000027798

1. Corporation Name
MINT CARDS & DISTRIBUTION, INC.



Principal Place of Business
 7695 S.W. 104TH STREET STE. 210
 MIAMI FL 33156

Mailing Address
 7695 S.W. 104TH STREET STE. 210
 MIAMI FL 33156

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/25/1998

2. Principal Place of Business	2a. Mailing Address
21 600 University Street Suite, Apt. #, etc. 22 Suite 2424 City & State 23 Washington, Seattle Zip Country 24 98101 25 USA	26 600 University Street Suite, Apt. #, etc. 27 Suite 2424 City & State 28 Washington, Seattle Zip Country 29 98101 30 USA

4. FEI Number	Applied For
52-2138061	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
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
LITTMAN, ERIC P
 7695 S.W. 104TH STREET STE. 210
 MIAMI FL 33156

10. Name and Address of New Registered Agent

81 Name	Eric Littman
82 Street Address (P.O. Box Number is Not Acceptable)	600 University Street Suite 2424
83	
84 City	Seattle
85 Zip Code	FL

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	SPD	<input checked="" type="checkbox"/> DELETE
NAME	DE GROOT, BERNARD	
STREET ADDRESS	203-1117 GLADSTONE ROAD N.W.	
CITY-ST-ZIP	CALGARY ALBERTA T2E6S-6	
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	SPD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Scott Marshall	
1.3 STREET ADDRESS	600 University Street Suite 2424	
1.4 CITY-ST-ZIP	Seattle WA 98101-1192	
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: Scott Marshall
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Apr 29/99 1888 843 8857
 Date Daytime Phone #

CR2E034 (11/98)