

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

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FILED

99 JUL 20 PM 12:44

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # P98000044922
 1. Corporation Name
 MAN COVER, INC.

Principal Place of Business: 850 NE 13TH ST, FORT LAUDERDALE FL 33304
 Mailing Address: 850 NE 13TH ST, FORT LAUDERDALE FL 33304

04/08/99 90058 048
 DO NOT WRITE IN THIS SPACE \$ 150.00

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

3. Date Incorporated or Qualified: 05/18/1998
 4. FEI Number: 65-0836273
 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: Yes No

9. Name and Address of Current Registered Agent
 KENT, NORMAN ELLIOTT
 800 E BROWARD BLVD, STE 310
 FORT LAUDERDALE FL 33301

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	D	DELETE
NAME	POSSIEN, MARK	
STREET ADDRESS	850 NE 13TH ST	
CITY-ST-ZIP	FORT LAUDERDALE FL 33304	
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		

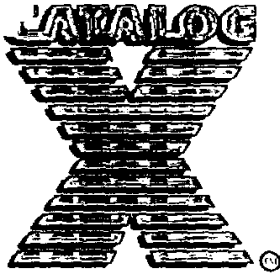
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall 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.

SIGNATURE: Mark Possien 5/12/99 9545245080
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/99)

(2)

National MARKeting & Entertainment Group, Inc.



Since 1992

850 NE 13th Street
Fort Lauderdale, FL 33304
954-524-5050
fax 524-2288

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June 30, 1999

Florida Dept of State
Division of Corporate Filings
Annual Reports Filings
PO Box 1500
Tallahassee FL 32302-1500

RE: Resubmission of Annual Report Filings
Man Cover, Inc. and National Marketing & Entertainment Group, Inc.

Dear Sir or Madam:

On April 14, 1999, as advised according to Cathy at the Florida Dept. of State, a request for resubmission of the annual report filings for the above referenced corporations was mailed to our office.

The Accounting Manager at that time suffered a heart attack, was hospitalized and subsequently retired. I was hired while he was in the hospital. Apparently during this transition period the resubmission requests were misplaced and we have been unable to locate them.

In light of these extenuating circumstances, we respectfully request that the late charge for these filings be waived.

Very truly yours,

Craig Combs
Manager - Corporate Accounting

Cc: M. Possien - President
B. Grassing - General Manager