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PROFIT CORPORATION ANNUAL REPORT 1999

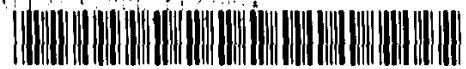


FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

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DO NOT WRITE IN THIS SPACE

DOCUMENT # P98000046672

1. Corporation Name JUNE PROJECT I CORP.

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

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25 29 30 9. Name and Address of Current Registered Agent

LITTMAN, ERIC P 7695 S.W. 104TH STREET, STE. 210 MIAMI FL 33156

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 registered)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with 5 rows for officers and directors, including columns for Title, Name, Street Address, and City-St-Zip.

Table with 14 rows for additions/changes to officers and directors, including columns for Title, Name, Street Address, and City-St-Zip.

600002815806-5 -03/23/99-01083-002 ***1500.00 ****150.00

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ERIC P. LITTMAN

Signature and date: Eric P. Littman 3/23/99 (305) 463-3333

CR2E034 (11/98)