

7-16-98 B-8055 - C
 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).

PROFIT CORPORATION
 ANNUAL REPORT
 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # V62319 (1)
 1. Corporation Name
 INTELLIGENT MACHINES CORPORATION

Principal Place of Business Mailing Address
 1427 CHAFFEE DRIVE 1427 CHAFFEE DRIVE
 SUITE 4 SUITE 4
 TITUSVILLE FL 32780 TITUSVILLE FL 32780
 US US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 09/04/1992
 4. FEI Number Applied For
 59-3182795 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

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
 MOORE, TERRANCE
 1427 CHAFFEE DRIVE
 SUITE 4
 TITUSVILLE FL 32780

10. Name and Address of New Registered Agent
 81 Name JAMES E. SPENCER, JR.
 82 Street Address (P.O. Box Number is Not Acceptable)
 3488 FOXTON CT.
 83
 84 City OVIEDO FL 85 Zip Code 32765

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 E. Spencer, Jr.* 7/17/98
 Signature, typed or printed name of registered agent, or both if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
 TITLE PCEO DELETE
 NAME SPENCER, JAMES E JR
 STREET ADDRESS 3488 FOXTON CT.
 CITY-ST-ZIP OVIEDO FL 32785
 TITLE ST DELETE
 NAME SPENCER, JACQUELINE J
 STREET ADDRESS 3488 FOXTON CT.
 CITY-ST-ZIP OVIEDO FL 32785
 TITLE VP DELETE
 NAME MOORE, TERRANCE C
 STREET ADDRESS 2347 BALLARD AVE.
 CITY-ST-ZIP ORLANDO FL
 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 DIRECTOR, R&D Change Addition
 1.2 NAME JEFFERY A. HOOKER, Ph.D.
 1.3 STREET ADDRESS 405 FIFTH AVE.
 1.4 CITY-ST-ZIP MELBOURNE BEACH, FL. 32951
 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: *James E. Spencer, Jr.* JAMES E. SPENCER, JR. 7/17/98 (407) 268-2600
 Signature and typed or printed name of signing officer or director Date Daytime Phone #

FILED
 Jul 16 1998 8:00am
 Secretary of State

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