

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 532498 (3)
1. Corporation Name
FREEBEN HOLDINGS, INC.



Principal Place of Business 222 LAKEVIEW AVE. SUITE 200 WEST PALM BEACH FL 33401	Mailing Address 222 LAKEVIEW AVE. SUITE 200 WEST PALM BEACH FL 33401
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/28/1977	
21		26		4. FEI Number 11-9094857	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24	Zip	25	Country		
29	Zip	30	Country		

g. Name and Address of Current Registered Agent

KOEPEL, JOEL P.
222 LAKEVIEW AVE
SUITE 200
WEST PALM BEACH FL 33401

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reissuing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	PD	1.1 TITLE	
NAME	KAGANOV, STEPHEN	1.2 NAME	
STREET ADDRESS	210,1010 8 AVE. S.W.	1.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY, ALBERTA	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	CURRY, JUDITH	2.2 NAME	
STREET ADDRESS	930 CRESENT ROAD N.W.	2.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY ALBERTA	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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)(j), 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

STEPHEN KAGANOV

APR 27 1998

403-265-3313

Date

Daytime Phone #

0308382

CR2E034 (10/97)