

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).

FILED

98 OCT -6 PM 1:32

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # 243928
 1. Corporation Name Rain Forest Technologies, Inc.

Principal Place of Business Mailing Address
 200 Southeast 6th Street
 Suite 200
 Ft. Lauderdale, Florida 33301

DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified
 January 20, 1961

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 200 S.E. 6th St.
 22 City & State 27 Suite 200
 23 Ft. Lauderdale, FL
 24 Zip 25 Country 29 33301 30 USA

4. FEI Number Applied For
 59-1786396 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
 6. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 David Felix, Esq.
 250 Bird Road, Suite 302
 Coral Gables, Florida 33146

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	P	<input checked="" type="checkbox"/> DELETE
NAME	George M. Khoury	
STREET ADDRESS	2570 SW 22 Avenue	
CITY-ST-ZIP	Miami, Florida 33133	
TITLE	S/D	<input type="checkbox"/> DELETE
NAME	John D. Henson	
STREET ADDRESS	5757 Bird Road, Suite 302	
CITY-ST-ZIP	Miami, Florida 33173	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Nathaniel Barone, Jr.	
STREET ADDRESS	250 Bird Road, Suite 302	
CITY-ST-ZIP	Coral Gables, Florida 33146	
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	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Chris M. Evans	
1.3 STREET ADDRESS	1674 Oak Tree Court	
1.4 CITY-ST-ZIP	Reston, Virginia 20194	
2.1 TITLE	S/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	J. Austin Scheibel	
2.3 STREET ADDRESS	18128 Harbor Light Boulevard	
2.4 CITY-ST-ZIP	Cornelius, North Carolina 28031	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	500002659655-6	
3.3 STREET ADDRESS	-10/08/98--01093--003	
3.4 CITY-ST-ZIP	****150.00 ****150.00	
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 on an attachment with an address.

SIGNATURE: *Chris M. Evans* President September 30 1998 (703) 478-3291

CR2E034 (5/98)

Chris M. Evans

ATTORNEY AT LAW

10521 Judicial Drive, Suite 307
Fairfax, Virginia 22030

Tel (703) 478-3291 • Fax (703) 478-3497

October 2, 1998

Florida Department of State
Division of Corporations, Reinstatement Section
Annual Reports Filings
P.O. Box 6327
Tallahassee, Florida 32314

2

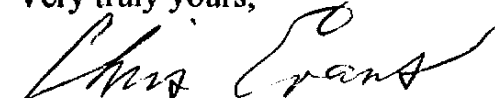
Re: *Filing of Annual Report (With Amendments)*
For Rain Forest Technologies, Inc.

Dear Sir or Madam:

I currently serve as the president and corporate counsel of Rain Forest Technologies, Inc. ("RFT"). That company's address changed prior to the mailing of the 1998 annual report form from your office. Only after I made several inquiries yesterday to the current and former staff of RFT as to why no copy of the annual report filing for 1998 had been executed and placed in our corporate files did I learn that the first and second notice had not been forwarded to the company's new office address. Accordingly, I respectfully request that the Division of Corporations waive penalties for late filing and, if the corporation's existence has been dissolved, reinstate its good standing status for the foregoing reasons.

I am enclosing herewith a check in the amount of \$150.00 to cover the filing fee for the annual report. This is the amount that would have been applicable had the annual report form been received by RFT at its Ft. Lauderdale corporate address and timely filed. Thank you for your cooperation and kind consideration of this request.

Very truly yours,


Chris M. Evans

Enclosures (2)