

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

FILED  
May 06 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



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

DOCUMENT # **641478** (3)  
1. Corporation Name  
**HE2.3, INC.**



Principal Place of Business  
**150 ALHAMBRA CIRCLE  
STE 1250  
CORAL GABLES FL 33134  
US**

Mailing Address  
**150 ALHAMBRA CIRCLE  
SUITE 1250  
CORAL GABLES FL 33134-4535  
US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>01/01/1980</b>	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number <b>59-1945128</b>	Applied For <input type="checkbox"/> Not Applicable
22 City & State	27	29 City & State	30	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23 Zip	28	31 Zip	32	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24 Country	29	33 Country	34	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent <b>COMPANY AGENT, INC. 111 SOUTHWEST 5TH AVENUE SUITE 200 MIAMI FL 33130-1381</b>				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	85 Zip Code <b>FL</b>

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 re-issuing)

DATE

12. OFFICERS AND DIRECTORS

TITLE	<b>PS</b>	<input type="checkbox"/> DELETE
NAME	<b>HALL, STEPHEN</b>	
STREET ADDRESS	<b>150 ALHAMBRA CIRCLE, STE 1250</b>	
CITY - ST - ZIP	<b>CORAL GABLES FL</b>	
TITLE	<b>EVP</b>	<input type="checkbox"/> DELETE
NAME	<b>ELLINGWOOD, MICHAEL</b>	
STREET ADDRESS	<b>150 ALHAMBRA CIRCLE, STE 1250</b>	
CITY - ST - ZIP	<b>CORAL GABLES FL</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
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, or on an attachment with an address.

CR2E034 (10/97)