

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT CORPORATION ANNUAL REPORT 1997



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

FILED

97 OCT 20 AM 10:24

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # **F94000002787 (9)**

1. Corporation Name
PAYWISE, INC.

Principal Place of Business
**902 BROADWAY
 NEW YORK NY 10010**

Mailing Address
**902 BROADWAY
 NEW YORK NY 10010**

REINSTATEMENT 9-7

2. Principal Place of Business
21 100 REDWOOD SHORES PKWY
 Suite, Apt. #, etc.
22
 City & State
23 REDWOOD CITY, CA
 Zip
24 94065
 Country
25 USA

2a. Mailing Address
26 100 REDWOOD SHORES PKWY
 Suite, Apt. #, etc.
27
 City & State
28 REDWOOD CITY, CA
 Zip
29 94065
 Country
30 USA

3. Date Incorporated or Qualified
05/26/1994
 3a. Date of Last Report
04/18/1996
 4. FEI Number
13-3692806
 Applied For
 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

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name 300002327353-2
82 Street Address (P.O. Box Number is -10/22/97--01103--034
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 *George C. Romero* **George C. Romero** Assistant Secretary
 DATE **10/16/97**

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input checked="" type="checkbox"/> DELETE
NAME	FORIEL-DESTEZET, PHILIPPE	
STREET ADDRESS	902 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	CAVAGNOLO, ROSE	
STREET ADDRESS	902 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
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	P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	DEBORAH POND-HEIDE	
1.3 STREET ADDRESS	100 REDWOOD SHORES PARKWAY	
1.4 CITY-ST-ZIP	REDWOOD CITY, CA 94065	
2.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	ROSE CAVAGNOLO	
2.3 STREET ADDRESS	310 MADISON AVENUE, SUITE 1925	
2.4 CITY-ST-ZIP	NEW YORK, NY 10017	
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	BARBARA MASS	
3.3 STREET ADDRESS	310 MADISON AVENUE, SUITE 1925	
3.4 CITY-ST-ZIP	NEW YORK, NY 10017	
4.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	DOREEN PENFIELD	
4.3 STREET ADDRESS	100 REDWOOD SHORES PARKWAY	
4.4 CITY-ST-ZIP	REDWOOD CITY, CA 94065	
5.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	MARK RICHMAN	
5.3 STREET ADDRESS	100 REDWOOD SHORES PARKWAY	
5.4 CITY-ST-ZIP	REDWOOD CITY, CA 94065	
6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	MARK EATON	
6.3 STREET ADDRESS	100 REDWOOD SHORES PARKWAY	
6.4 CITY-ST-ZIP	REDWOOD CITY, CA 94065	

14. I do 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: *Mark Eaton* SECRETARY 650-610-1000

CR2E034 (4/97)