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Apr 01 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 # F94000005287 (7)

1. Corporation Name
589851 ONTARIO INC.



Principal Place of Business PO BOX 487 MIDLAND, ONTARIO, CANADA L4R 4L3	Mailing Address PO BOX 487 MIDLAND, ONTARIO, CANADA L4R 4L3
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/12/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 98-0131495	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
STEVENS, PHYLLIS J. 2810 ESTERO BLVD. FORT MYERS BEACH FL 33931				81	Name DIANA MOORE		
				82	Street Address (P.O. Box Number is Not Acceptable) 2810 ESTERO BLVD.		
				83			
				84	City FORT MYERS BEACH FL	85	Zip Code 33931

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 *Diana Moore* **DIANA MOORE** DATE **3-12-98**

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstalling)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DECARLI, ARNOLD R	1.2 NAME	
STREET ADDRESS	323 FIFTH ST.	1.3 STREET ADDRESS	
CITY - ST - ZIP	MIDLAND, ONTARIO, CANADA L4R -3W7	1.4 CITY - ST - ZIP	
TITLE	DST <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DECARLI, LORRAINE M	2.2 NAME	
STREET ADDRESS	323 FIFTH ST.	2.3 STREET ADDRESS	
CITY - ST - ZIP	MIDLAND, ONTARIO, CANADA L4R -3W7	2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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)(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: *Arnold Decarli* **ARNOLD DECARLI** **03/23/98 (705) 676-3718**

CR2E034 (10/97)