

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

Oct 05 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 # F95000004090 (5)

1. Corporation Name

PHOENIX SYSTEMS LIMITED CORP.

Principal Place of Business

100 2ND AVE S #1100
ST PETERSBURG FL 33701

Mailing Address

100 2ND AVE S #1100
ST PETERSBURG FL 33701

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25 26 27 28 29 30

9. Name and Address of Current Registered Agent

GORDON, ROBERT P
100 2ND AVE S #1100
ST PETERSBURG FL 33701

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

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 firm if applicable

(NOTE: Registered Agent signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP
DC	GORDON, ROBERT P	234 21ST AVE NE	ST PETERSBURG FL 33704
VP	MC GEE, LARRY E	3700 NINTH AVENUE NORTH, BOX 24	ST. PETERSBURG FL 33713
DS	GORDON, VINCENT P	HONG KONG PKWY, TOWER 4, APT#1631	88 TAI TAM RD L-4 HONG KONG
D	MELLO, MICHAEL J	REED HOUSE, 31 CHURCH ST	HAMILTON HM 12, BERMUDA
D	MARTIN, PETER D	REED HOUSE, 31 CHURCH ST	HAMILTON HM 12, BERMUDA
PD	BLOSS, DELBERT F JR.	100 2ND AVENUE SOUTH, SUITE 1100	ST. PETERSBURG FL 33701

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP
DST	FORD, PETER J.	100 2ND AVE. S., SUITE 1100	ST. PETERSBURG FL 33701

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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:

PETER J. FORD

8-10-98

(727) 994-2024

CR2E034 (5/98)