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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAR 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # F96000000128

1. Corporation Name

VIRTUAL MARKETING INTERNATIONAL, INC.

Principal Place of Business	Mailing Address
221 DEER HAVEN DR. PONTE VEDRA, FL 32082	121 GREENCREST DR. PONTE VEDRA, FL 32082

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Suite, Apt. #, etc
22 City & State
23 Zip Country
24 25

2a. Mailing Address
26 Suite, Apt. #, etc
27 City & State
28 Zip Country
29 30

3. Date Incorporated or Qualified: 5/31/94

4. FEI Number: 55-0734296 [ ] 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 the current year Intangible Personal Property Tax [ ] Yes [X] No

9. Name and Address of Current Registered Agent

ROBERT J. TURLEY
121 GREENCREST DR
PONTE VEDRA, FL 32082

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City

200002823922--4
-03/30/99--01066--017
****150.00 FL ****150.00

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: Robert J. Turley ROBERT J. TURLEY, SEC'T/TREA 3/20/99
Signature, typed or printed name of Registered Agent and title if applicable (NOTE: Registered Agent signature required when item 10 is filled) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PRESIDENT	[ ] DELETE	1.1 TITLE		[ ] Change [ ] Addition
NAME	LARRY LEMASTERS		1.2 NAME		
STREET ADDRESS	221 DEER HAVEN DR		1.3 STREET ADDRESS		
CITY-ST-ZIP	PONTE VEDRA, FL 32082		1.4 CITY-ST-ZIP		
TITLE	SECRETARY/TREASURER	[ ] DELETE	2.1 TITLE		[ ] Change [ ] Addition
NAME	ROBERT J. TURLEY		2.2 NAME		
STREET ADDRESS	121 GREENCREST DR		2.3 STREET ADDRESS		
CITY-ST-ZIP	PONTE VEDRA, FL 32082		2.4 CITY-ST-ZIP		
TITLE		[ ] DELETE	3.1 TITLE		[ ] Change [ ] Addition
NAME			3.2 NAME		
STREET ADDRESS			3.3 STREET ADDRESS		
CITY-ST-ZIP			3.4 CITY-ST-ZIP		
TITLE		[ ] DELETE	4.1 TITLE		[ ] Change [ ] Addition
NAME			4.2 NAME		
STREET ADDRESS			4.3 STREET ADDRESS		
CITY-ST-ZIP			4.4 CITY-ST-ZIP		
TITLE		[ ] DELETE	5.1 TITLE		[ ] Change [ ] Addition
NAME			5.2 NAME		
STREET ADDRESS			5.3 STREET ADDRESS		
CITY-ST-ZIP			5.4 CITY-ST-ZIP		
TITLE		[ ] DELETE	6.1 TITLE		[ ] Change [ ] Addition
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			6.4 CITY-ST-ZIP		

B 3/24/99 99MAR

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, with all other like empowered.

SIGNATURE: Robert J. Turley ROBERT J. TURLEY SEC'T/TREA 3/20/99 904-543-0631
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)