

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

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000000399

1. Corporation Name

PHOENIX-MERGER CORP.
COLOR

Principal Place of Business

540 WESTERN MARYLAND PARKWAY
HAGERSTOWN MD 21740

Mailing Address

540 WESTERN MARYLAND PARKWAY
HAGERSTOWN MD 21740

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

30

9. Name and Address of Current Registered Agent

UNITED CORPORATE SERVICES, INC.
801 N.E. 187TH STREET, STE 300
N MIAMI BEACH FL 33162

81 Name

United Corporate Services, Inc.

82 Street Address (P.O. Box Number is Not Acceptable)

9200 South Dadeland Blvd. - Suite 508

83

84 City Miami

FL 85 Zip Code 33156

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, if applicable, (NOTE: Registered Agents provide no services in this state.)

2/17/99

12. OFFICERS AND DIRECTORS

TITLE CEOD [DELETE]

NAME LASORSA, LOUIS

STREET ADDRESS 455 EAST BALTIMORE STREET

CITY-ST-ZIP GREENCASTLE PA 17225

TITLE DSV [DELETE]

NAME LIEBERMAN, EDWARD

STREET ADDRESS 4310 MOUNTVILLE DRIVE

CITY-ST-ZIP JEFFERSON MD 21755

TITLE VD [DELETE]

NAME VON DER LIETH, DION

STREET ADDRESS 55 WYANDEMERE DRIVE

CITY-ST-ZIP WOODCLIFF LAKE NJ 07675

TITLE VD [DELETE]

NAME CARBONE, JOHN

STREET ADDRESS 11416 EASTWOOD COURT

CITY-ST-ZIP HAGERSTOWN MD 21742

TITLE DAS [DELETE]

NAME GOODMAN, ANDREW

STREET ADDRESS 208 BEVERLY ROAD

CITY-ST-ZIP SCARSDALE NY 10583

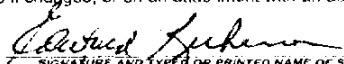
TITLE CIO [DELETE]

NAME NEWELL, THOMAS

STREET ADDRESS 1029 THE TERRACE

CITY-ST-ZIP HAGERSTOWN MD 21742

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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:  Edward Lieberman
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jan. 11, 1999 301-733-0018

FILED

99 FEB 18 PM 2: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/24/1996

4. FEI Number

22-2269911

Applied For
Not Applicable

5. Certificate of Status Desired

X

\$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 [] No

10. Name and Address of New Registered Agent

CR2E034 (11/98)