

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.)

FILED
Jul 25 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000001820 (7)

1. Corporation Name
MAGELINKS, INC.

Principal Place of Business 1901 S. HARBOR CITY BLVD. SUITE 501 MELBOURNE FL 32901	Mailing Address 1901 S. HARBOR CITY BLVD. SUITE 501 MELBOURNE FL 32901
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4450 W. Eau Gallie Blvd Suite, Apt. #, etc. 22 Suite 164 City & State 23 Melbourne FL Zip 24 32934 Country 25 USA		2a. Mailing Address 26 4450 W. Eau Gallie Blvd Suite, Apt. #, etc. 27 Suite 164 City & State 28 Melbourne, FL Zip 29 32934 Country 30 USA		3. Date Incorporated or Qualified 04/11/1996	3a. Date of Last Report
				4. FEI Number 59-3371327 APPLIED FOR	Applied For Not Applicable
				5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

MULLINS, J D
1901 S. HARBOR CITY BLVD. SUITE 501
MELBOURNE FL 32901

10. Name and Address of New Registered Agent

81 Name FAYETTE BROWN III	82 Street Address (P.O. Box Number is Not Acceptable) 4450 W. Eau Gallie Blvd	83 Suite 164	84 City Melbourne	85 FL	86 Zip Code 32934
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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 *Fayette Brown III* FAYETTE BROWN III, VP, Secretary 7/17/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PC MULLINS, J D 1901 S. HARBOR CITY BLVD. SUITE 501 MELBOURNE FL 32901 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition SEE ATTACHED SHEET
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *Fayette Brown III* FAYETTE BROWN III 7/17/97 407253 0011

CR2E034 (4/97)

**ImageLinks, Inc.
Officers and Directors, As Of 15 May, 1997**

Frank H. Baker 4180 Sparrow Hawk Road Melbourne, FL 32934	Vice President
Fayette Brown III 429 Red Sail Way Satellite Beach, FL 32937	Vice President, Secretary Treasurer
Stephen W. Buchanan Kitty Hawk Partners Limited Partnership, III 2700 Coltsgate Road, Suite 202 Charlotte, NC 28211	Director, Chairman
Thomas Delimitros AMT Venture Partners Ltd. 8204 Elmbrook, Suite 101 Dallas, TX 75247	Director
W. Daniel DuPont III 3019 West Ontario Circle Melbourne, FL 32935	Director, President
Robert P. Henderson 820 Kerry Downs Circle Melbourne, FL 32940	Director
Mark R. Lucas 363 Marlin Place Melbourne Beach, FL 32951	Vice President
Peter A. Michel President Brinks Home Security 1628 Valwood Parkway Carrollton, TX 75006	Director