

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

FILED
May 12 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 # F96000002665 (5)
1. Corporation Name
PICTURESQUE, INC.

Principal Place of Business 2720 N HARBOUR CITY BLVD UNIT B MELBOURNE FL 32935 US	Mailing Address 2720 N HARBOR CITY BLVD UNIT B MELBOURNE FL 32935 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/29/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3376455	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent VARNEY, JOHN 2720 N HARBOUR CITY BLVD UNIT B MELBOURNE FL 32935				10. Name and Address of New Registered Agent	
				81	Name DAVID SHEIN
				82	Street Address (P.O. Box Number is Not Acceptable) 1649 W. Eau Gallie Blvd.
				83	
				84	City Melbourne
				85	Zip Code 32935

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 _____ DATE 5/1/98
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
<input checked="" type="checkbox"/> DELETE				<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
TITLE	PD	NAME	VARNEY, JOHN	1.1 TITLE	PD	1.1 NAME	IAIN SAUL
STREET ADDRESS	725 BROOKSIDE DR.	CITY-ST-ZIP	INDIALANTIC FL 32903	1.2 STREET ADDRESS	1649 W. Eau Gallie Blvd., #204	1.3 CITY-ST-ZIP	Melbourne, FL 32935
<input checked="" type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE	S	NAME	VARNEY, MAURA	2.1 TITLE		2.1 NAME	
STREET ADDRESS	725 BROOKSIDE DR.	CITY-ST-ZIP	INDIALANTIC FL 32903	2.2 STREET ADDRESS		2.2 CITY-ST-ZIP	
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE		NAME		3.1 TITLE		3.1 NAME	
STREET ADDRESS		CITY-ST-ZIP		3.2 STREET ADDRESS		3.2 CITY-ST-ZIP	
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE		NAME		4.1 TITLE		4.1 NAME	
STREET ADDRESS		CITY-ST-ZIP		4.2 STREET ADDRESS		4.2 CITY-ST-ZIP	
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE		NAME		5.1 TITLE		5.1 NAME	
STREET ADDRESS		CITY-ST-ZIP		5.2 STREET ADDRESS		5.2 CITY-ST-ZIP	
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE		NAME		6.1 TITLE		6.1 NAME	
STREET ADDRESS		CITY-ST-ZIP		6.2 STREET ADDRESS		6.2 CITY-ST-ZIP	
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE		NAME		6.3 TITLE		6.3 NAME	
STREET ADDRESS		CITY-ST-ZIP		6.4 STREET ADDRESS		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: _____ POA 5/1/98 407-254-9702

CR2E034 (10/97)