

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

FILED

Apr 23 1997 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                    |
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| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
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DOCUMENT # F96000006032 (4)

1. Corporation Name  
NEOMEDIA TECHNOLOGIES, INC.



|                                                                                   |                                                                            |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Principal Place of Business<br>6054 TIMBERWOOD CIRCLE, #240<br>FT. MYERS FL 33908 | Mailing Address<br>6054 TIMBERWOOD CIRCLE, #240<br>FT. MYERS FL 33908-4435 |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------|

|                                                                                                                                                                                 |  |                                                                                                                                                                      |  |                                                                                          |                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------|-------------------------|
| 2. Principal Place of Business<br>21 2201 Second Street<br>Suite, Apt. #, etc.<br>22 Suite 600<br>City & State<br>23 Fort Myers Florida<br>Zip<br>24 33901<br>Country<br>25 USA |  | 2a. Mailing Address<br>26 2201 Second Street<br>Suite, Apt. #, etc.<br>27 Suite 600<br>City & State<br>28 Fort Myers Florida<br>Zip<br>29 33901<br>Country<br>30 USA |  | 3. Date Incorporated or Qualified<br>11/19/1996                                          | 3a. Date of Last Report |
| 4. FEI Number<br>36-3680347                                                                                                                                                     |  | Applied For<br>Not Applicable                                                                                                                                        |  | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required |                         |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees                                                                  |  | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No          |  |                                                                                          |                         |

|                                                                                                                                                  |  |                                                                                                                                                                                                         |  |
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| 9. Name and Address of Current Registered Agent<br>JENSEN, CHARLES T<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del> |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>2201 Second Street<br>83 Suite 600<br>84 City<br>Fort Myers FL 85 Zip Code<br>33901 |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

|                                                |                                                                                                               |                                                                |                                                                                                                                                                                   |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS                     |                                                                                                               | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12          |                                                                                                                                                                                   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <del>OP</del><br>FRITZ, CHARLES<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del>   | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP | <input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>C/P/D<br>2201 Second Street Suite 600<br>Fort Myers Florida 33901 |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <del>OS</del><br>FRITZ, WILLIAM E<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del> | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP | <input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>S/D<br>2201 Second Street Suite 600<br>Fort Myers Florida 33901   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | DVT<br>JENSEN, CHARLES T<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del>          | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP | <input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>2201 Second Street Suite 600<br>Fort Myers, Florida 33901         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <del>D</del><br>DUST, ROBERT T<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del>    | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP | <input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>D/V<br>2201 Second Street Suite 600<br>Fort Myers, Florida 33901  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | D<br>BARCLAY, A. HAYES<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del>            | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP | <input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>2201 Second Street Suite 600<br>Fort Myers Florida 33901          |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | D<br>KEIL, JAMES J<br><del>6054 TIMBERWOOD CIRCLE, #240</del><br><del>FT. MYERS FL 33908</del>                | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP | <input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>2201 Second Street Suite 600<br>Fort Myers, Florida 33901         |

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: *Robert T. Dust* 4/16/97 941-337-3434

CR2E034 (9/96)