

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

FILED
May 04 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000002417 (0)

1. Corporation Name
M-SQUARED-1, INC.



Principal Place of Business
7701 SIX FORKS RD., STE. 120
RALEIGH NC 27615

Mailing Address
7701 SIX FORKS RD., STE. 120
RALEIGH NC 27615

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	

3. Date Incorporated or Qualified 05/06/1997	
4. FEI Number 56-1803320	Applied For Not Applicable
5. Certificate of Status Desired <input 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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	

10. Name and Address of New Registered Agent	
81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

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 title is acceptable) (NOTE: Registered Agent Signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	PD
NAME	MARTIN, R. CECIL
STREET ADDRESS	7701 SIX FORKS RD., STE. 120
CITY-ST-ZIP	RALEIGH NC 27615
TITLE	SD
NAME	STRATEMEYER, ART
STREET ADDRESS	7701 SIX FORKS RD., STE. 120
CITY-ST-ZIP	RALEIGH NC 27615
TITLE	D
NAME	MARON, STAN
STREET ADDRESS	7701 SIX FORKS RD., STE. 120
CITY-ST-ZIP	RALEIGH NC 27615
TITLE	D
NAME	MONTGOMERY, DALE
STREET ADDRESS	7701 SIX FORKS RD., STE. 120
CITY-ST-ZIP	RALEIGH NC 27615
TITLE	D
NAME	COPELAND, A. EUGENE
STREET ADDRESS	7701 SIX FORKS RD., STE. 120
CITY-ST-ZIP	RALEIGH NC 27615
TITLE	D
NAME	DANIEL, CHARLES
STREET ADDRESS	421 MINNETT LANE, SUITE 205
CITY-ST-ZIP	CHARLOTTE NC 28217

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	3000 NORTHWOODS PARKWAY, SUITE 110
3.4 CITY-ST-ZIP	NORCROSS GA 30071
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	
6.3 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: R. Cecil Martin, R. Cecil Martin, 11/12/98, 210-818-4630

CR2E034 (10/97)