SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

PROFIT CORPORATION ANNUAL REPORT 1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # F97000002575 (5)

1. Corporation Name
ADTIME USA, INC.

Principal Place of Business
555 MADISON AVENUE
NEW YORK NY 10022

Mailing Address
555 MADISON AVENUE
NEW YORK NY 10022

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 420 LEXINGTON AVE
Suite, Apt. #, etc.
22 SUITE 520
City & State
23 NEW YORK NY
Zip 24 10170 Country 25 USA

2a. Mailing Address
26 420 LEXINGTON AVE
Suite, Apt. #, etc.
27 SUITE 520
City & State
28 NEW YORK NY
Zip 29 10170 Country 30 USA

3. Date Incorporated or Qualified
04/29/1997

4. FEI Number
13-3541818
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [X] No

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 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 if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	SCHAPS, RICHARD	
STREET ADDRESS	420 LEXINGTON AVENUE	
CITY-ST-ZIP	NEW YORK NY 10170	
TITLE	EVS	[X] DELETE
NAME	GOULD, DIRK	
STREET ADDRESS	420 LEXINGTON AVENUE	
CITY-ST-ZIP	NEW YORK NY 10170	
TITLE	T	[ ] DELETE
NAME	BEATTIE, WILLIAM	
STREET ADDRESS	420 LEXINGTON AVENUE	
CITY-ST-ZIP	NEW YORK NY 10170	
TITLE	V	[ ] DELETE
NAME	WHITBY, PAUL G	
STREET ADDRESS	555 MADISON AVENUE	
CITY-ST-ZIP	NEW YORK NY 10170	
TITLE	CFO	[X] DELETE
NAME	CEDENO, JHONNY	
STREET ADDRESS	555 MADISON AVENUE	
CITY-ST-ZIP	NEW YORK NY 10022	
TITLE	D	[X] DELETE
NAME	PERLINE, JASON	
STREET ADDRESS	420 LEXINGTON AVENUE	
CITY-ST-ZIP	NEW YORK NY 10170	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE		[ ] Change [ ] Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 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: X William C Beattie Treasurer X 9/18/98 212-953-7744