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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000002625

1. Corporation Name
PRISM INTERNATIONAL MANAGEMENT SERVICES, INC.



Principal Place of Business Mailing Address
 216-16TH STREET, STE 1300 216-16TH STREET, STE 1300
 DENVER CO 80202 DENVER CO 80202

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		05/19/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		84-1343694	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip		Country		5. Certificate of Status Desired	
24		25		<input type="checkbox"/> \$8.75 Additional Fee Required <input checked="" type="checkbox"/> \$5.00 May Be Added to Fees	
29		30		6. Election Campaign Financing	
				<input type="checkbox"/> Trust Fund Contribution <input checked="" type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes the current year Intangible Personal Property Tax.	
				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
TOMLINSON, THOMAS
 2532 BAYVIEW DRIVE
 FT LAUDERDALE FL 33305

10. Name and Address of New Registered Agent
 81 Name **IAN BUTLER**
 82 Street Address (P.O. Box Number is Not Acceptable) **1072 SAN LOUIS REY**
 83
 84 City **FT LAUDERDALE FL** 85 Zip Code **33326**

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]* (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TRAPP, GEORGE J	1.2 NAME	
STREET ADDRESS	216 - 16TH STREET, STE 1300	1.3 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 with all other like empowered.

SIGNATURE: *[Signature]* Date **2/9/99** Daytime Phone # **303 628 7258**

CR2E034 (1/98)