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NON-PROFIT
 CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # F97000004321

1. Corporation Name

~~TELANTIS ASIA PACIFIC LTD., INC.~~
 TELANTIS VENTURE PARTNERS V. INC.



Principal Place of Business

12501 WORLD PLAZA LANE
 FT. MYERS FL 33907

Mailing Address

12511 WORLD PLAZA LANE
 FT MYERS FL 33907
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

211 12511 World Plaza Lane
 Suite, Apt. #, etc.

2a. Mailing Address

281 Suite, Apt. #, etc.

City & State

231 FT. MYERS, FLORIDA

City & State

281

Zip Country

241 33907 251 LEE

Country

291

Zip

Country

301

3. Date Incorporated or Qualified

08/15/1997

4. FEI Number

65-0761765

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 the current year intangible Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

ACCIPITER II, INC.
 12511 WORLD PLAZA LANE
 FT. MYERS FL 33907

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 removing.

DATE

12. OFFICERS AND DIRECTORS

TITLE CCEO DELETE

NAME MEYERSON, ROBERT F

STREET ADDRESS: 16488 CAPTIVA ROAD

CITY-ST-ZIP: CAPTIVA ISLAND FL 33924

TITLE PCOO DELETE

NAME MEYERSON, ADAM H

STREET ADDRESS: 791 WYE ROAD

CITY-ST-ZIP: AKRON OH 44333

TITLE VSD DELETE

NAME MURPHY, ELIZABETH S

STREET ADDRESS: 791 WYE ROAD

CITY-ST-ZIP: AKRON OH 44333

TITLE AS DELETE

NAME RINGE, MAVIS

STREET ADDRESS: 12501 WORLD PLAZA LANE

CITY-ST-ZIP: FT. MYERS FL 33907

TITLE DELETE

NAME

STREET ADDRESS:

CITY-ST-ZIP:

TITLE DELETE

NAME

STREET ADDRESS:

CITY-ST-ZIP:

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

TREASURER, DIRECTOR

RICHARD W. DYER

791 WYE ROAD

AKRON, OHIO 44333

DIRECTOR

DAVID W. MEYERSON

791 WYE ROAD

AKRON, OHIO 44333

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 empowers.

SIGNATURE: TELANTIS VENTURE PARTNERS V. INC. BY: RICHARD W. DYER, TREASURER 3/24/99 (330) 446-6380