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Secretary of State

03-01-1999 90252 041 ***300.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # H31833

1. Corporation Name
SCION INTERNATIONAL, INC.



Principal Place of Business 5200 BLUE LAGOON DRIVE STE 890 MIAMI FL 33126 US	Mailing Address 5200 BLUE LAGOON DRIVE STE 890 MIAMI FL 33126 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/30/1984

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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4. FEI Number 59-2489566	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 the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

LEVINSON, MELVIN M.D.
5200 BLUE LAGOON DRIVE
STE 890
MIAMI FL 33126

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PSD CHAKOFF, STEPHEN 5200 BLUE LAGOON DR, STE 890 MIAMI FL	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T/D LEVINSON, MELVIN E MD 5200 BLUE LAGOON DR, STE 890 MIAMI FL	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D GOLDFARB, FRANK 5200 BLUE LAGOON DR, STE 890 MIAMI FL	<input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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TITLE NAME STREET ADDRESS CITY-ST-ZIP	T/D LEVINSON, MELVIN E MD 5200 BLUE LAGOON DR, STE 890 MIAMI FL	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
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TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	6.1 TITLE 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 with all other like empowered.

SIGNATURE: [Signature] DATE: 01-11-99 (305) 263-8199

CR2E034 (1/98)