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Apr 12, 1999 8:00 am
Secretary of State

04-12-1999 90005 042 ***150.00



PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # H97412

1. Corporation Name
BINNACLE SYSTEMS, INC.

Principal Place of Business: 10792 LAKE OAK WAY, BOCA RATON FL 33498, US
 Mailing Address: 10792 LAKE OAK WAY, BOCA RATON FL 33498, US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/04/1986

4. FEI Number: 59-2741124 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

2. Principal Place of Business: 21 [] Suite, Apt. #, etc. 22 [] City & State 23 [] Zip 24 [] Country 25 []

2a. Mailing Address: 26 [] Suite, Apt. #, etc. 27 [] City & State 28 [] Zip 29 [] Country 30 []

9. Name and Address of Current Registered Agent
MOUSSETTE, ANNE PARLIN
10792 LAKE OAK WAY
BOCA RATON FL 33498

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

TITLE	MS	<input type="checkbox"/> DELETE
NAME	MOUSSETTE, ANNE PARLIN	
STREET ADDRESS	10792 LAKE OAK WAY	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KELLY, CAROLINE M.	
STREET ADDRESS	821 S.W. 16TH STREET	
CITY-ST-ZIP	BOCA RATON FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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 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, with all other like empowered.

SIGNATURE: _____ DATE: 4/3/99 DAYTIME PHONE #: 561-883-6120

CR2E034 (1/1/98)