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Feb 22, 1999 8:00 am
Secretary of State

02-22-1999 90122 021 ***150.00

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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 # J71769

1. Corporation Name
X-RAY OPTICS, INC.

Principal Place of Business

% JAMES A. NICOLINO
1902 ROGERO RD
JACKSONVILLE FL 32211
US

Mailing Address

% JAMES A. NICOLINO
1902 ROGERO RD
JACKSONVILLE FL 32211
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

05/08/1987

4. FEI Number

59-2825676

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	2a. Mailing Address
21 1816 St. John's Bluff Rd	27 1816 St. John's Bluff Rd
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 Suite 306	27 Suite 306
City & State	City & State
23 Jacksonville, FL	28 Jacksonville, FL
Zip Country	Zip Country
24 32246 25 Duval	29 32246 30 Duval

9. Name and Address of Current Registered Agent

NICOLINO, JAMES A.
4450 BEACON DR
JACKSONVILLE FL 32225

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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

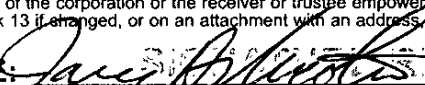
Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	
NAME	NICOLINO, JAMES A.	1.2 NAME	
STREET ADDRESS	4450 BEACON DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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:  JAMES A. NICOLINO 1/7/99 904743-5525

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)