FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1999

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

850 487 6056

DOCUMENT # K47690

1. Corporation Name
EXEL SYSTEMS INC.

Principal Place of Business
7698 FAIRWAY TRAIL
BOCA RATON FL 33487

Mailing Address
PO 811828
BOCA FL 33481

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 7698 FAIRWAY TRAIL
Suite, Apt. #, etc.
22
City & State
23 BOCA RATON FL 33487
Zip
24 33487
Country
25 USA

2a. Mailing Address
26 BOX 811828
Suite, Apt. #, etc.
27
City & State
28 BOCA RATON FL 33481
Zip
29 33481
Country
30 USA

3. Date Incorporated or Qualified
1-1-87

4. FEI Number
65-0086165
[ ] 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 [X] Yes [ ] No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent
81 Name SHELDON BIENSTOCK
82 Street Address (P.O. Box Number is Not Acceptable) 7825 NW 53 St
83
84 City TAMARAC FL FL 85 Zip Code 33321

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] SHELDON BIENSTOCK 2-1-99
Signature, typed or printed name of registered agent and title if applicable — DATE

12. OFFICERS AND DIRECTORS

TITLE	PRES.	[ ] DELETE
NAME	ROBERT BIENSTOCK	
STREET ADDRESS	2901 WASHINGTON RD	
CITY-ST-ZIP	WPB FL 33405	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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

1 1 TITLE	[ ] Change [ ] Addition	
1 2 NAME	200002769332--2	
1 3 STREET ADDRESS	-02/09/99--01046--032	
1 4 CITY-ST-ZIP	****150.00 ****150.00	
2 1 TITLE	[ ] Change [ ] Addition	
2 2 NAME		
2 3 STREET ADDRESS		
2 4 CITY-ST-ZIP		
3 1 TITLE	[ ] Change [ ] Addition	
3 2 NAME		
3 3 STREET ADDRESS		
3 4 CITY-ST-ZIP		
4 1 TITLE	[ ] Change [ ] Addition	
4 2 NAME		
4 3 STREET ADDRESS		
4 4 CITY-ST-ZIP		
5 1 TITLE	[ ] Change [ ] Addition	
5 2 NAME		
5 3 STREET ADDRESS		
5 4 CITY-ST-ZIP		
6 1 TITLE	[ ] Change [ ] Addition	
6 2 NAME		
6 3 STREET ADDRESS		
6 4 CITY-ST-ZIP		

KB 2/4/99

CR2E034 (11/98)

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] ROBERT BIENSTOCK 2-1-99