2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP

May 05, 2005 08:00 AM Secretary of State DOCUMENT # L01000008277 1. Entity Name MERIT BADGES INTERNATIONAL L.L.C. Principal Place of Business 7021 GRAND NATIONAL DRIVE, #108 7021 GRAND NATIONAL DRIVE, #108 ORLANDO, FL 32819 ORLANDO, FL 32819 05032005 No Chg-LLC CR2E083 (10/03) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 59-3721479 Not Applicable \$5.00 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent LYNN, LINDA DO NOT WRITE 7021 GRAND NATIONAL DRIVE, STE 108 ORLANDO, FL 32819 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE. Signature, typed or printed name of registered agent and title if applicable. (NOTE Registered Agent signature required when reinstating) Filing Fee is \$50.00 Due by September 7, 2005 MANAGING MEMBERS/MANAGERS 9. MGRM DITE LYNN, JOHN NAME 4042 MIDDLEBROOK RD., #1421 STREET ADDRESS U00000362924 05/05/05-80139-002 50.00 CITY+ST-ZIP ORLANDO, FL 32811 TITLE MGRM LYNN, LINDA NAME 4042 MIDDLEBROOK RD., #1421 STREET ADDRESS CITY-ST-ZIP ORLANDO, FL 32811 TITLE NAME STREET ADDRESS DO NOT WRITE CITY-ST-ZIP TITLE IN THIS SPACE NAME STREET ADDRESS CiTY-ST-ZIP TITLE NAME

FILED

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(1), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trystee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE:	EM Ri	Mh	04-30-05	407 509 6910
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE			Date	Daytime Phone #