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Mar 05, 1999 8:00 am
Secretary of State

03-05-1999 90005 044 ***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 # M63783
 1. Corporation Name
PHOENIX TECHNOLOGIES, INC.



Principal Place of Business C/O 325 AVIATION AVE. 4TH FLOOR MIAMI FL 33133	Mailing Address C/O 325 AVIATION AVE. 4TH FLOOR MIAMI FL 33133
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip Country	29 Zip Country
25	30

3. Date Incorporated or Qualified 12/17/1987	
4. FEI Number 65-0029732	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

NATIONAL CORPORATE RESEARCH, LTD.
1406 HAYS STREET
SUITE #2
TALLAHASSEE FL 32301

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	PORTUONDO, JUAN M	
STREET ADDRESS	3225 AVIATION AVE., 4TH FLOOR	
CITY-ST-ZIP	MIAMI FL 33133	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	DE SAINT-QUENTIN, AXEL	
STREET ADDRESS	3225 AVIATION AVE 4TH FL	
CITY-ST-ZIP	MIAMI FL 33133	
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	DP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Thomas A.R. Morton	
1.3 STREET ADDRESS	3225 Aviation Ave., 4th Floor	
1.4 CITY-ST-ZIP	Miami FL 33133	
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, not on an attachment with an address, with all other like empowered.

SIGNATURE: _____ DATE: 02-11-99 DAYTIME PHONE #: (305) 854-2229

CR2E034 (1/98)