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FILED  
Jan 15 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # M95940 (6)

1. Corporation Name  
ATLAS SAFETY AND SECURITY DESIGN, INC.



Principal Place of Business  
770 PALM BAY LANE  
4-I  
MIAMI FL 33138  
US

Mailing Address  
770 PALM BAY LANE  
4-I  
MIAMI FL 33138  
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/25/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0072499	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

ATLAS, JANET  
770 PALM BAY LANE 4-I  
MIAMI FL 33138

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

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

(NOTE: Registered Agent Signature required when reinstating)

DATE

1/5/98

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ATLAS, JANET	
STREET ADDRESS	770 PALM BAY LANE 4-I	
CITY-ST-ZIP	MIAMI FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ATLAS, RANDALL	
STREET ADDRESS	770 PALM BAY LANE 4-I	
CITY-ST-ZIP	MIAMI 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.

SIGNATURE:

*[Signature]*

1/5/98 305-756-5027

CR2E034 (10/97)



ATLAS SAFETY & SECURITY DESIGN, INC.

MINUTES OF THE ANNUAL MEETING OF  
STOCKHOLDERS AND BOARD OF DIRECTORS OF  
ATLAS SAFETY & SECURITY DESIGN INC.

The Annual Meeting of the Stockholders and Directors of ATLAS SAFETY & SECURITY DESIGN, INC. was held at the principal office of the Corporation, 770 Palm bay lane Suite 4-I, Miami, on December 31, 1997 at 1:00 p.m. The following shareholders were present in person or with proxy at the meeting: Janet Atlas and Randall Atlas

The meeting was called to order by Janet Atlas, who presided over the meeting, and Randall Atlas, the Secretary of the Corporation served as the secretary of the meeting and took minutes thereof.

The Secretary presented to the meeting a written Waiver of Notice and consent to the holding of a meeting signed by the stockholders and directors of the Corporation. Upon motion duly made and seconded, it was ordered that said Waiver of Notice be placed at the end of these minutes.

The Secretary read the minutes of the last meeting of the Stockholders and Directors of the Corporation. Upon motion duly made and seconded, such minutes were unanimously ratified and confirmed.

The report of the President and the report of the Treasurer were presented to the meeting. The Chairman stated it would be in order for a resolution to be passed ratifying all of the acts and conduct of the officers and directors of the Corporation

since the date of the last annual meeting of the Stockholders and Board of Directors.

The matter was fully discussed by all those present.

Thereupon, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the reports of the President and the Treasurer and the acts and conduct of the officers, and Board of Directors of the Corporation, as disclosed by the books of the Corporation, from the date of the last annual meeting of the Stockholders and Board of Directors until the date of this meeting, be and the same are hereby ratified, confirmed and approved.

The meeting then proceeded to the election of Directors for the ensuing year. The following nominations were made and seconded: Janet Atlas

There being no further nominations, upon motion duly made, seconded and unanimously carried, the above named persons were elected to the Board of Director to serve until their successors are chosen and qualified.

The meeting then proceeded to the election of officers for the ensuing year. The following nominations were made and seconded:

President/Treasurer - Janet Atlas

Vice President/Secretary - Randall Atlas

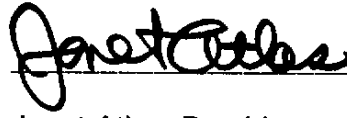
There being no further nominations, upon motion duly made, seconded and unanimously carried, the above named persons were elected as officers of the Corporation to serve in such capacities until their successors are chosen and qualified.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Respectfully submitted,



Randall Atlas, Secretary



Janet Atlas, President

**WAIVER OF NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS AND BOARD OF DIRECTORS OF  
ATLAS SAFETY & SECURITY DESIGN, INC.**

The undersigned, being all of the Stockholders and Directors of ATLAS SAFETY & SECURITY DESIGN, INC., hereby waive all notice required by statute and the By-laws of the Corporation, of an Annual Meeting of the Stockholders and Directors to be held at the principal office of the Corporation on December 31, 1997, and consent to the transaction of all business pertaining to the affairs of the Corporation.

Dated, at Miami, Florida, on December 31, 1997.



Janet Atlas



Randall Atlas