

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

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # M96901 (7)
1. Corporation Name
PROSPECT BOOKS INC.

Principal Place of Business 2912 CALLE DERECHA SANTA FE NM 87505 US	Mailing Address 2912 CALLE DERECHA SANTA FE NM 87505 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 09/01/1988	
4. FEI Number 65-0098980		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	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		8. Name and Address of Current Registered Agent PEPIN, LYLE 10805 QUEEN ANNE LANE MAPLES FL 33942			
9. 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		10. Name and Address of New Registered Agent			

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			
TITLE	PD MICHAELSON, SANDRA A. 2912 CALLE DERECHA SANTA FE NM	<input type="checkbox"/> DELETE	
TITLE	STD MICHAELSON, PETER A. 2912 CALLE DERECHA SANTA FE NM	<input type="checkbox"/> DELETE	
TITLE		<input type="checkbox"/> DELETE	
TITLE		<input type="checkbox"/> DELETE	
TITLE		<input type="checkbox"/> DELETE	
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: *Lyle Michaelson* *Peter Michaelson* 4/16/98 (505) 438-3732

CR2E034 (10/97)