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Feb 24 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # N96000000173 (2)
1. Corporation Name
K2 PROJECT, INC.

Principal Place of Business
**2889 WENTWORTH
FT. LAUDERDALE FL 33332
US**

Mailing Address
**2889 WENTWORTH
FT. LAUDERDALE FL 33332**

2. Principal Place of Business
21 N/A

2a. Mailing Address
26 N/A

Suite, Apt. #, etc.
22 N/A

Suite, Apt. #, etc.
27 N/A

City & State
23 N/A

City & State
28 N/A

Zip
24 N/A

Country
25

Zip
29

Country
30

9. Name and Address of Current Registered Agent
**REISER, RAYMOND A
1 S.E. 3RD AVE., SUITE 1240
MIAMI FL 33131**

81 Name
N/A

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City
FL

85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD VALDEZ, DEE SCOTT 2889 WENTWORTH FT LAUDERDALE FL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	President Valdez, Dee Scott PD 2889 Wentworth Ft. Lauderdale, FL 33332 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TD SHAW, PETER 327 LAKECREST CRT FT LAUDERDALE FL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Treasurer Shaw, Peter TD 327 Lakecrest Crt. Ft. Lauderdale, FL 33326 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SD SUMPTER, MELANIE 1133 FAIRLAKE TRACE APT 2005 FT LAUDERDALE FL <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	Secretary Rorie Magnatti SD 1012 Fairfax Lane Ft. Lauderdale, FL 33326 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 2/24
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition Ded 0125

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Dee Scott Valdez* 1/8/98 954-384-5731