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Mar 11, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **N99000000444**

1. Corporation Name
PROCLAIM INTERNATIONAL, INC.

Principal Place of Business NW 2ND AVE 2200 BOCA RATON BLVD SUITE 213 BOCA RATON, FLORIDA 33431	Mailing Address NW 2ND AVE 2200 BOCA RATON BLVD SUITE 213 BOCA RATON, FLORIDA 33431
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2. Principal Place of Business 21 2200 BOCA RATON BLVD SUITE 213 Suite, Apt. #, etc. 22 SUITE 213 City & State 23 BOCA RATON, FLORIDA Zip 24 33431	2a. Mailing Address 26 2200 NW 2ND AVE Suite, Apt. #, etc. 27 SUITE 213 City & State 28 BOCA RATON, FLORIDA Zip 29 33431	30 USA	3. Date Incorporated or Qualified OCTOBER 12, 1998
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4. FEI Number 65-0894882	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent
**JOHN BUERER
 159 NW 70TH ST #416
 BOCA RATON, FLORIDA 33487**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	PRESIDENT <input type="checkbox"/> DELETE
NAME	D JOHN M. BUERER
STREET ADDRESS	159 NW 70TH ST #416
CITY-ST-ZIP	BOCA RATON, FLORIDA 33487
TITLE	VICE-PRESIDENT <input type="checkbox"/> DELETE
NAME	D TERRY THOMPSON
STREET ADDRESS	1730 SW 22 AVE
CITY-ST-ZIP	FORT LAUDERDALE, FLORIDA 33312
TITLE	SECRETARY <input type="checkbox"/> DELETE
NAME	D CAROL THOMPSON
STREET ADDRESS	1730 SW 22ND AVE
CITY-ST-ZIP	FORT LAUDERDALE, FLORIDA 33312
TITLE	TREASURER <input type="checkbox"/> DELETE
NAME	D ANNABEL M. BUERER
STREET ADDRESS	159 NW 70TH ST #416
CITY-ST-ZIP	BOCA RATON, FLORIDA 33487
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: John Buerer **JOHN BUERER** 2/25/99 (661) 394-9808
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)