2005 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P01000098049

Entity Name: INTELLIPAY SYSTEMS, INC.

FILED Aug 17, 2005 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

130 S UNIVERSITY DRIVE SUITE D 130 S UNIVERSITY DRIVE SUITE C

PLANTATION, FL 33324 PLANTATION, FL 33324

Current Mailing Address: New Mailing Address:

130 S UNIVERSITY DR SUITE D 130 S UNIVERSITY DR SUITE C

PLANTATION, FL 33324 PLANTATION, FL 33324

FEI Number: 65-1146588 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

CARUSO, KIM
6150 SW 48 COURT
DAVIE, FL 33314 US

CARUSO, KIM
7600 N.W. 6 STREET
PLANTATION, FL 33324 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both,

in the State of Florida.

SIGNATURE: 08/17/2005

Electronic Signature of Registered Agent Date

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: P () Delete Title: P (X) Change () Addition

 Name:
 CARUSO, KIM
 Name:
 CARUSO, KIM

 Address:
 6150 SW 48 CT
 Address:
 7600 N.W. 6 STREET

 City-St-Zip:
 DAVIE, FL 33314
 City-St-Zip:
 PLANTATION, FL 33324

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: KIM CARUSO PRES 08/17/2005