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| APPLICATION FOR REINSTATEMENT | FLORIDA DEPARTMENT OF STATE Secretary of State DIVISION OF CORPORATIONS |
|----------------------------------------------|-------------------------------------------------------------------------------------------------|

DOCUMENT # P02000120794

1. Corporation Name

MASQUERADE II, INC.

FILED

04 FEB -5 PM 12: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business Mailing Address

| | |
|-------------------------------------------------|-------------------------|
| 3. Date Incorporated or Qualified 11/12/2002 | 3a. Date of Last Report |
|-------------------------------------------------|-------------------------|

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 2. Principal Place of Business 21 2200 Eller Drive | 2a. Mailing Address 26 2200 Eller Drive | 4. FEI Number 45-0491019 | Applied For <input type="checkbox"/> Not Applicable |
| Suite, Apt. #, etc. 22 P.O. Box 13038 | Suite, Apt. #, etc. 27 P.O. Box 13038 | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| City & State 23 Ft. Lauderdale FL | City & State 28 Ft. Lauderdale FL | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| Zip 24 33316 | County 25 Broward | Zip 29 33316 | County 30 Broward |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |

9. Name and Address of Current Registered Agent**10. Name and Address of New Registered Agent**

| | | |
|----|-----------------------------------------------------------------------------------------|----------------------|
| 81 | Name Corporate Creations Network Inc. | |
| 82 | Street Address (P.O. Box Number is Not Acceptable) 11380 Prosperity Farms Road #221E | |
| 83 | | |
| 84 | City Palm Beach Gardens | 85 Zip Code 33410 |

11. Pursuant to the provisions of Sections 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

Taide Baez, Vice President

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

(NOTE: Registered Agent signature required when Designating)

DATE

2/4/04

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------------------|
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | Director <input type="checkbox"/> DELETE Gerhard E. Kurz 2200 Eller Drive, P.O. Box 13038 Ft. Lauderdale, FL 33316 | 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP | Change <input type="checkbox"/> Addition <input type="checkbox"/> |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | Director/Vice President <input type="checkbox"/> DELETE Alan R. Twaits 2200 Eller Drive, P.O. Box 13038 Ft. Lauderdale, FL 33316 | 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP | Change <input type="checkbox"/> Addition <input type="checkbox"/> |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | Director/Treasurer <input type="checkbox"/> DELETE Vincent J. deSostoa 2200 Eller Drive, P.O. Box 13038 Ft. Lauderdale, FL 33316 | 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP | Change <input type="checkbox"/> Addition <input type="checkbox"/> |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | Director/Secretary <input type="checkbox"/> DELETE Stephen B. Finch 2200 Eller Drive, P.O. Box 13038 Ft. Lauderdale, FL 33316 | 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP | Change <input type="checkbox"/> Addition <input type="checkbox"/> |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | President <input type="checkbox"/> DELETE Kenneth M. Rogers 2200 Eller Drive, P.O. Box 13038 Ft. Lauderdale, FL 33316 | 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP | Change <input type="checkbox"/> Addition <input type="checkbox"/> |
| 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 | Change <input type="checkbox"/> Addition <input type="checkbox"/> |

14. I do 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 or on attachment with an address.

SIGNATURE

Alan R. Twaits by T. Baez as attorney-in-fact 2/4/2004

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Masquerade II, Inc.

Enclosed are the following:

1. Uniform Business Report for the company referenced above.
2. \$300.00 check payable to Florida Department of State

We never received the Uniform Business Report that should have been mailed to us. Please waive the late filing fee and treat the company as never being administratively dissolved. Thank you.

We did not receive the UBR for the year 2003.

By: _____

by T. Baez as attorney-in-fact

Name: _____

ALAN R. TWAITS

Title: _____

Director

Date: _____

2/3/04