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Apr 23 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P12912 (2)
1. Corporation Name
MARCDEV, INC.



Principal Place of Business Mailing Address
22 ST. CLAIR AVENUE EAST SUITE 1010 TORONTO, ONTARIO M4T 2S3 ~~PA 19106~~

3. Date Incorporated or Qualified 01/15/1987
3a. Date of Last Report 05/01/1996
4. FEI Number 23-2443450 Applied For Not Applicable
6. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

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, type or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE DELETE
NAME P/D RAFELMAN, DONALD
STREET ADDRESS 22 ST. CLAIR AVE. EAST #1010
CITY - ST - ZIP TORONTO ONTARIO CAN M4T2S-3
TITLE DELETE
NAME VD SCHIPPER, LIONEL
STREET ADDRESS 22 ST. CLAIR AVE. EAST #1010
CITY - ST - ZIP TORONTO ONTARIO CAN M4T2S-3
TITLE DELETE
NAME VSTD BROTMAN, AARON
STREET ADDRESS 22 ST. CLAIR AVE. EAST #1010
CITY - ST - ZIP TORONTO ONTARIO CAN M4T2S-3
TITLE DELETE
NAME
STREET ADDRESS
CITY - ST - ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME P/D
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP
4.1 TITLE Change Addition
4.2 NAME V SHIEL, JAY
4.3 STREET ADDRESS 22 ST CLAIR AVE EAST #1010
4.4 CITY - ST - ZIP TORONTO ONTARIO CANADA M4T 2S3
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

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 if changed, or on an attachment with an address.

SIGNATURE: SIGNATURE REQUIRED AARON BROTMAN 4/11/97 (416) 961-5355
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)