

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Mar 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P33211 (4)
 1. Corporation Name
VIRTUAL PROTOTYPES U.S.A., INC.



Principal Place of Business 4700 DE LA SAVANE MONTREAL, QUEBEC CANADA H4P 1T7	Mailing Address 4700 DE LA SAVANE MONTREAL, QUEBEC CANADA H4P 1T7
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 03/19/1991	
4. FEI Number 98-0095832		Applied For <input type="checkbox"/> Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	EUGENE, JOSEPH 8 SURREY GARDEN WESTMOUNT, QC CANADA H5Y 1N3	1.1 TITLE PRESIDENT & CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP	FARAZ, DANESHGAR 800 ATLANTIC AVENUE, SUITE 2800 BOSTON MA 02210-2227	1.2 NAME PHILIPPE COLLARD 4700 De la Savane #300 MONTREAL QC H4P 1T7	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE D	BARBIER, JEAN-MICHAEL 4700 DELASAVANE MTL, QC H4P 1T7	2.1 TITLE SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP	HAMEL, BERNARD 255, RUE ST-JACQUES OUST MONTREAL H2Y 1M6	2.2 NAME AARON FRIEDMAN 4700 De la Savane #300 Montreal QC H4P 1T7	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D	SIMONS, JOHN 3514 AVENUE DE MUSEE MONTREAL QUEBEC J3G 2C7	3.1 TITLE Director	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP	JOFFRE, STEVEN 130, RUE WILSON DOLLARD-DES-ORMEAUX H9A 1W8	3.2 NAME jean-michel Barbier c/o Thomson CSF Venture 173 Boul Haussmann Paris Cedex 08 75415 France	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D		4.1 TITLE Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP		4.2 NAME Sophie Forest c/o SOFINOV 1981 McGill College 9th floor MONTREAL QC H3A 3C7	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D		6.3 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME STREET ADDRESS CITY-ST-ZIP		6.4 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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

SIGNATURE: *Aaron Friedman* **3/4/98 514-341-3874**

CR2E034 (10/97)