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

FILED
Aug 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1998

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

DOCUMENT # P92000001541

1. Corporation Name
MELBOURNE HOLDINGS, INC.

Principal Place of Business / Mailing Address
C/O M. Miller
1704 PARKER PLAZA
2030 SOUTH OCEAN DR.
HALLANDALE, FL 33009 U.S.A.

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 AS ABOVE
Suite, Apt. #, etc. 22
City & State 23
Zip 24 Country 25

2a. Mailing Address
26 AS ABOVE.
Suite, Apt. #, etc. 27
City & State 28
Zip 29 Country 30

3. Date Incorporated or Qualified
NOV. 5, 1992.

4. FEI Number
65-0380765
☐ Applied For
☐ Not Applicable

5. 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 owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☑ No

9. Name and Address of Current Registered Agent
Kenneth A. Freedman
2020 N.E. 163rd St.
Suite 300
North Miami Beach FL.
33162.
Kenneth A. Freedman

10. Name and Address of New Registered Agent
81 Name MAX MILLER
82 Street Address (P.O. Box Number is Not Acceptable) #1704 PARKER PLAZA
83 2030 South Ocean Drive
84 City HALLANDALE FL 85 Zip Code 33009

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 Max Miller MAX MILLER Aug. 6 /98
Signature (typed or printed) of new Registered Agent and (if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	President Sheila Cohen 1832 Bayshore Rd. S.W. Calgary, Alberta, CANADA T2V 3K1	☐ DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Secretary Sheila Cohen 1832 Bayshore Rd. S.W. Calgary, Alberta, Canada T2V 3K1	☐ DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Treasurer Sheila Cohen 1832 Bayshore Rd. S.W. Calgary, Alberta, Canada T2V 3K1	☐ DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Director Sheila Cohen 1832 Bayshore Rd. S.W. Calgary, Alberta, Canada T2V 3K1	☐ DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP	☐ Change ☐ Addition 100002623381 -08/24/98--01085--023 ***150.00
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP	☐ Change ☐ Addition PE 8-19

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: Sheila C. Cohen SHEILA C. COHEN June 30/98 403-281-6559
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/97)