

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

**FILED**  
**Jan 23 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P92000008161 (1)**  
 1. Corporation Name  
**CLOUD NINE HOLDINGS, INC.**



Principal Place of Business % JEFFREY C. ROTH, P.A. 1500 SAN REMO AVE SUITE 1076 CORAL GABLES FL 33146	Mailing Address % JEFFREY C. ROTH, P.A. 1500 SAN REMO AVE SUITE 1076 CORAL GABLES FL 33146
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
**12/01/1992**

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30	4. FEI Number <b>65-0373764</b> Applied For <input type="checkbox"/> Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00</b> 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 ROTH, JEFFREY C 1500 SAN REMO AVE SUITE 1076 CORAL GABLES FL 33146		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 NAME ROTH, JEFFREY C STREET ADDRESS 1500 SAN REMO AVE SUITE 176 CITY-ST-ZIP CORAL GABLES FL 33146	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D NAME ROTH, FAYE L STREET ADDRESS 1500 SAN REMO AVE SUITE 176 CITY-ST-ZIP CORAL GABLES FL 33146	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE  NAME  STREET ADDRESS  CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE  NAME  STREET ADDRESS  CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE  NAME  STREET ADDRESS  CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<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: *Jeffrey C. Roth* **VP President** 1/13/98 305-662-4141

CR2E034 (10/97)

**ROTH & SCHOLL**  
ATTORNEYS AT LAW  
1500 SAN REMO AVENUE  
SUITE 176  
CORAL GABLES, FLORIDA 33146  
TELEPHONE: (305) 662-4141  
FAX: (305) 662-3816

JEFFREY C. ROTH, P.A.  
DENNIS SCHOLL, P.A.

January 13, 1998

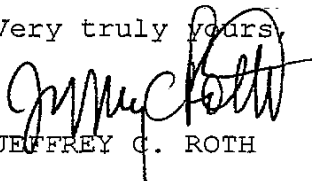
Florida Secretary of State  
Division of Corporations  
Annual Reports Filings  
P.O. Box 1500  
Tallahassee, FL 32302-1500

Re: 1998 Corporate Annual Report  
Cloud Nine Holdings, Inc.

Dear Sir:

Enclosed is the completed annual report together with my check in the amount of \$150.00. If there are any questions concerning the enclosed kindly contact me.

Very truly yours,

  
JEFFREY C. ROTH

JCR/ln  
Encl.