

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

FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90005 038 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000057523

1. Corporation Name
RED CELL INC.



Principal Place of Business 1626 CAPITAL CIRCLE N.E. TALLAHASSEE FL 32308	Mailing Address 1626 CAPITAL CIRCLE N.E. TALLAHASSEE FL 32308
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	2748 CAPITAL CIRCLE NE 105	26	2748 CAPITAL CIRCLE NE 105	08/03/1994	
Suite, Apt. #, etc. SUITE 105		Suite, Apt. #, etc. SUITE 105		4. FEI Number	
22		27		59-3258461	
City & State TALLAHASSEE FL		City & State TALLAHASSEE FL		Applied For	
23		28		Not Applicable	
Zip 32308	Country FL	Zip 32308	Country FL	5. Certificate of Status Desired <input type="checkbox"/>	
24	25	29	30	\$8.75 Additional Fee Required	

9. Name and Address of Current Registered Agent

SULLIVAN, PATRICK
 1626 CAPITAL CIRCLE N.E.
 TALLAHASSEE FL 32308

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	SULLIVAN, PAT	
STREET ADDRESS	2129 VICTORY GARDEN LANE	
CITY-ST-ZIP	TALLAHASSEE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Patrick SULLIVAN, PATRICK	
1.3 STREET ADDRESS	1588 CHADWICK WAY	
1.4 CITY-ST-ZIP	TALLAHASSEE FL 32308	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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, with all other like empowered.

SIGNATURE: Patrick Sullivan DATE: 4/5/99 DAYTIME PHONE #: 850 523 8882

CR2E034 (1/98)