


**FILED**  
**May 05, 1999 8:00 am**  
**Secretary of State**

05-05-1999 90173 011 \*\*\*150.00

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P94000085540</b>					
1. Corporation Name <b>XPLODE III CORPORATION</b>					
Principal Place of Business 19048 N.W. 23RD PLACE PEMBROKE PINES FL 33029-5344			Mailing Address 19048 N.W. 23RD PLACE PEMBROKE PINES FL 33029-5344		
DO NOT WRITE IN THIS SPACE					
3. Date Incorporated or Qualified <b>11/23/1994</b>					
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 28 Suite, Apt. #, etc. 27 City & State 28 Zip Country		4. FEI Number <b>65-0571463</b>	
24		25		29	
26		27		30	
9. Name and Address of Current Registered Agent <b>GIBSON, ANNETTE</b> <b>19120 NW 5TH COURT</b> <b>MIAMI FL 33169</b>			10. Name and Address of New Registered Agent 81 Name <b>GIBSON, ANNETTE</b> 82 Street Address (P.O. Box Number is Not Acceptable) <b>19048 N.W. 23rd Place</b> 83 <b>Pembroke Pines,</b> 84 City <b>FL</b> 85 Zip Code <b>33029</b>		
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 <i>Annette Gibson</i> <b>ANNETTE GIBSON</b> <b>5-16-99</b> Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS TITLE <b>D</b> <input type="checkbox"/> DELETE NAME <b>GIBSON, ANNETTE</b> STREET ADDRESS <b>19120 NW 5TH COURT</b> CITY-ST-ZIP <b>MIAMI FL 33169</b>			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP		
TITLE <b>D</b> <input type="checkbox"/> DELETE NAME <b>GIBSON, CAROL</b> STREET ADDRESS <b>19120 NW 5TH COURT</b> CITY-ST-ZIP <b>MIAMI FL 33169</b>			2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP		
TITLE <b>D</b> <input type="checkbox"/> DELETE NAME <b>BRAMWELL, ATTU</b> STREET ADDRESS <b>19120 NW 5TH COURT</b> CITY-ST-ZIP <b>MIAMI FL 33169</b>			3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*Annette Gibson*  
**Annette Gibson**

**5-26-99** **(305) 530-0080**

**5-16-99** **(305) 530-0050**

CR2E034 (1/98)