

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

FILED
Jul 09 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 # P95000008688 (0)
 1. Corporation Name
SOFTCODE SYSTEMS INC.



Principal Place of Business 14791 FARRIER PLACE WELLINGTON FL 33414 US	Mailing Address 14791 FARRIER PLACE WELLINGTON FL 33414 US
--	--

DO NOT WRITE IN THIS SPACE

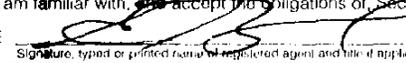
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 02/02/1995	4. FEI Number 65-0565169	Applied For Not Applicable
		5. Certificate of Status Desired <input checked="" 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 checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
 1201 HAYS ST.
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name ERIC M. BAUMEL
82 Street Address (P.O. Box Number is Not Acceptable) 14791 FARRIER PLACE
83
84 City WELLINGTON
85 Zip Code FL 33414

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  **ERIC M. BAUMEL** DATE **6/28/98**

Signature, typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating)

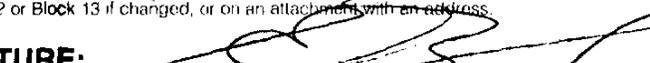
12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	BAUMEL, ERIC M	
STREET ADDRESS	14791 FARRIER PLACE	
CITY-ST-ZIP	WELLINGTON FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BAUMEL, LORI H	
STREET ADDRESS	14791 FARRIER PLACE	
CITY-ST-ZIP	WELLINGTON 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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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.

SIGNATURE:  DATE: **6/28/98** 561-798-6464

CR2E034 (10/97)