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Apr 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P95000012114 (1)

1. Corporation Name
2BSQUARED, INC.



Principal Place of Business: **C/O LANCE JOSEPH ESQ. P.A. 6950 NORTH KENDALL DRIVE SUITE 200 MIAMI FL 33156**
 Mailing Address: **C/O LANCE JOSEPH ESQ. P.A. 6950 NORTH KENDALL DRIVE SUITE 200 MIAMI FL 33156-1551**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/10/1995	3a. Date of Last Report 08/07/1996
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	4. FEI Number NOT APPLICABLE	Applied For Not Applicable
25. Country	26. Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30. Country
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

LANCE JOSEPH ESQ, P.A.
6950 NORTH KENDALL DRIVE
SUITE 200
MIAMI FL 33156

81. Name	82. Street Address (P.O. Box Number is Not Acceptable)	83.	84. City	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: _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent's signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D BENINTENDE, FRANCIS J	1.2 NAME	
STREET ADDRESS	6950 NORTH KENDALL DRIVE SUITE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33156	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do 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 its 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: _____ **4-18-97** **305-467-1251**

CR2E034 (9/96)