FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

96 AUG -7 AM 8:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000041075 (9)**

1. Corporation Name
MARCELLUS NETOOW, INC.

Principal Place of Business
701 BRICKELL AVENUE
SUITE 3000
MIAMI FL 33131

Mailing Address
701 BRICKELL AVENUE
SUITE 3000
MIAMI FL 33131

3. Date Incorporated or Qualified: 05/24/1995
3a. Date of Last Report:

2. Principal Place of Business
21 c/o Lynn C. Washington
Suite, Apt. #, etc.
22 701 Brickell Ave., #3000
City & State
23 Miami, Florida 33131
Zip 24 33131 Country 25

2a. Mailing Address
26 c/o Lynn C. Washington
Suite, Apt. #, etc.
27 701 Brickell Ave., #3000
City & State
28 Miami, Florida 33131
Zip 29 33131 Country 30

4. FEI Number: [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired: [X] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: [ ] $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes: [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
81 Name: Lynn C. Washington
82 Street Address (P.O. Box Number is Not Acceptable): Holland & Knight
83 701 Brickell Avenue
Suite 3000
84 City: Miami FL 85 Zip Code: 33131

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. The corporation has authorized its board of directors. I hereby accept the appointment as registered agent. I am familiar with, and I accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Lynn C. Washington — LYNN C. WASHINGTON — DATE

12. OFFICERS AND DIRECTORS

TITLE	PD [ ] DELETE
NAME	Malcolm E. Gross
STREET ADDRESS	1315 N.W. 95th Street
CITY-ST-ZIP	Miami, Florida 33147
TITLE	S/D [ ] DELETE
NAME	Barbara Gross Johnson
STREET ADDRESS	1315 N.W. 95th Street
CITY-ST-ZIP	Miami, Florida 33147
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	[ ] Change [ ] Addition
1.2 NAME	600001913896 -08/06/96--01113--018 ****233.75 ****233.75
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	[ ] Change [ ] Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	[ ] Change [ ] Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	[ ] Change [ ] Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	[ ] Change [ ] Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	[ ] Change [ ] Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

8-7-96

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — 8/5/96

BBA-7580

CR2E034 (12/95)