** Amendment **

Date Due: 05/01/93 **Amount Due: $200.00** **If After Due Date: $225.00**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

1. Name and Mailing Address of Corporation

DOCUMENT # P95000041961

AMERICARD DISPENSING CORPORATION
10800 Biscayne Boulevard
Suite 600
N. Miami, Florida 33161

If above mailing address is incorrect in any way, line through incorrect information and enter correct information in Block 2.

FILING FEE $200.00	ANNUAL REPORT $61.25 + $138.75 CORPORATION SUPPLEMENTAL FEE MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

DO NOT WRITE IN THIS SPACE

3. Date of Incorporation or Qualification: 05/30/95
3a. Date of Last Period:
4. FEI Number: 65-0697211
Apply For / Not Applicable

5. Certificate of Status Desired	[ ]	$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution	[ ]	$5.00 May Be Added to Fees
7. Nonprofit with IRC 501(c)(3) Tax Exempt Status	[ ]	$138.75 Supplemental Fee Not Required

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

2. Mailing Address
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Principle Place of Business
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent

Peter G. Gruber, P.A.
9100 South Dadeland Boulevard
One Datran Center, Suite 910
Miami, FL 33156

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code 86 Country

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, 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 I accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE (For Registered Agent's Changing Appointment) DATE

12. OFFICERS AND DIRECTORS

1.1 TITLE	P/S/T/D
1.2 NAME	Shevin M. Goodman
1.3 ADDRESS	324 Holiday Drive
1.4 CITY, ST, ZIP	Hallendale, FL 33009
2.1 TITLE	
2.2 NAME	
2.3 ADDRESS	
2.4 CITY, ST, ZIP	
3.1 TITLE	
3.2 NAME	
3.3 ADDRESS	
3.4 CITY, ST, ZIP	
4.1 TITLE	
4.2 NAME	
4.3 ADDRESS	
4.4 CITY, ST, ZIP	
5.1 TITLE	
5.2 NAME	
5.3 ADDRESS	
5.4 CITY, ST, ZIP	
6.1 TITLE	
6.2 NAME	
6.3 ADDRESS	
6.4 CITY, ST, ZIP	

13. OFFICERS AND DIRECTORS CHANGES

1.1 TITLE	
1.2 NAME	
1.3 ADDRESS	
1.4 CITY, ST, ZIP	
2.1 TITLE	
2.2 NAME	
2.3 ADDRESS	
2.4 CITY, ST, ZIP	
3.1 TITLE	
3.2 NAME	
3.3 ADDRESS	
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4.2 NAME	
4.3 ADDRESS	
4.4 CITY, ST, ZIP	
5.1 TITLE	
5.2 NAME	
5.3 ADDRESS	
5.4 CITY, ST, ZIP	
6.1 TITLE	
6.2 NAME	
6.3 ADDRESS	
6.4 CITY, ST, ZIP	

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14. I 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; I further certify that I am an officer or director of the corporation or the receiver or business agent (Fla. Rule 1.30) required by Chapter 607 or Chapter 617, Florida Statutes; and that my name appears in Block 12, Block 13 or Block 14 above, or on an attachment with an address.

SIGNATURE DATE 3-25-99

Print Type Name of Signing Officer or Director: Shevin M. Goodman
Title(s): President/Director
Daytime Telephone Number: (305) 899-1120

FOLD FOLD