

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

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May 06 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 # P95000062980 (4)

1. Corporation Name
BITBRAIN, INC.

Principal Place of Business
17330 NORTHEAST 12TH AVENUE
NORTH MIAMI BEACH FL 33162

Mailing Address
17330 NORTHEAST 12TH AVENUE
NORTH MIAMI BEACH FL 33162



DO NOT WRITE IN THIS SPACE

| | | | |
|--------------------------------|---------------------|---------------------|---------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. |
| 22 | City & State | 27 | City & State |
| 23 | Zip | 28 | Country |
| 24 | Country | 29 | Zip |
| 25 | Country | 30 | Country |

| | |
|---|--------------------------------|
| 3. Date Incorporated or Qualified 08/15/1995 | |
| 4. FEI Number 65-0626383 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input 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 | | 10. Name and Address of New Registered Agent | |
| SHERMAN, GARY E ESQ. 440 SOUTH ANDREWS AVENUE FT. LAUDERDALE FL 33301 | | 81 | Name |
| | | 82 | Street Address (P.O. Box Number is Not Acceptable) |
| | | 83 | |
| | | 84 | City |
| | | 85 | Zip Code |

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|----------|
| TITLE | NAME | 1.1 TITLE | 1.2 NAME |
| | PSTD FLEISCHMAN, ROSS 17330 NORTHEAST 12TH AVENUE NORTH MIAMI BEACH FL 33162 | | |
| | | 1.3 STREET ADDRESS | |
| | | 1.4 CITY-ST-ZIP | |
| | | 2.1 TITLE | |
| | | 2.2 NAME | |
| | | 2.3 STREET ADDRESS | |
| | | 2.4 CITY-ST-ZIP | |
| | | 3.1 TITLE | |
| | | 3.2 NAME | |
| | | 3.3 STREET ADDRESS | |
| | | 3.4 CITY-ST-ZIP | |
| | | 4.1 TITLE | |
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| | | 4.4 CITY-ST-ZIP | |
| | | 5.1 TITLE | |
| | | 5.2 NAME | |
| | | 5.3 STREET ADDRESS | |
| | | 5.4 CITY-ST-ZIP | |
| | | 6.1 TITLE | |
| | | 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: Ross Fleischman, Ross Fleischman, 2 2 1998 305-653-4361

CR2E034 (10/97)