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FILED
Apr 28 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 # P95000085069 (9)
 1. Corporation Name
INTERNET ADVERTISING INTERNATIONAL, INC.



Principal Place of Business: **620 BAY WAY BOULEVARD, SUITE 100 CLEARWATER FL 34630**
 Mailing Address: **620 BAY WAY BOULEVARD, SUITE 100 CLEARWATER FL 34630-2601**

3. Date Incorporated or Qualified: **11/06/1995**
 3a. Date of Last Report: **06/03/1996**
 4. FEI Number: **APPLIED FOR 650642228**
 Applied For: Applied 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**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes, No

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

g. Name and Address of Current Registered Agent
THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent (81-85)
 81. Name
 82. Street Address (P.O. Box Number is Not Acceptable)
 83.
 84. City
 85. Zip Code **FL**

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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.)

12. OFFICERS AND DIRECTORS

TITLE	PSTD	<input type="checkbox"/> DELETE
NAME	KAFRISSIN, DONALD I	
STREET ADDRESS	620 BAY WAY BOULEVARD, SUITE 100	
CITY-ST-ZIP	CLEARWATER FL 34630	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BESEDIC, JOHN	
STREET ADDRESS	620 BAY WAY BOULEVARD, SUITE 100	
CITY-ST-ZIP	CLEARWATER FL 34630	
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 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 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]* **APRIL 22/97 83-446-3495**

CR2E034 (9/96)