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FILED

Jun 06 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 # P95000092644 (0)

1. Corporation Name

RED LIPS SOFTWARE, INC.

Principal Place of Business

10390 S.W. 63RD COURT  
MIAMI FL 33156 - 7304

Mailing Address

10390 S.W. 63RD COURT  
MIAMI FL 33156-3304

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified

12/04/1995

3a. Date of Last Report

05/01/1996

4. FEI Number

APPLIED FOR 65-0700433

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

9. Name and Address of Current Registered Agent

MARBIN, EVAN R ESQUIRE  
48 EAST FLAGLER STREET  
PENTHOUSE 104  
MIAMI FL 33131

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

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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D  
NAME JOSEPH, CLAUDE  
STREET ADDRESS 10390 S.W. 63RD COURT  
CITY - ST - ZIP MIAMI FL 33156

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY - ST - ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY - ST - ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY - ST - ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY - ST - ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY - ST - ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY - ST - ZIP

Change Addition

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY - ST - ZIP

Change Addition

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY - ST - ZIP

Change Addition

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY - ST - ZIP

Change Addition

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY - ST - ZIP

Change Addition

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY - ST - ZIP

Change Addition

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, a 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 of this report or in an attachment with an address.

CR2E034 (9/96)