

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

FILED
May 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000095890 (6)
 1. Corporation Name
TITANIC BREWING COMPANY, INC.

Principal Place of Business 2431 TRAPP AVENUE COCONUT GROVE FL 33133	Mailing Address 2431 TRAPP AVENUE COCONUT GROVE FL 33133
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/15/1995	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 65-0645958	Applied For Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24	25	29	30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24		25		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

JASLOW, CRAIG A
9351 FOUNTAINBLEAU BLVD
SUITE B-307
MIAMI FL 33172

10. Name and Address of New Registered Agent

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		<input type="checkbox"/> DELETE
TITLE	PTSD	<input type="checkbox"/>
NAME	RUSK, KEVIN	
STREET ADDRESS	2431 TRAPP AVENUE	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE	VPD	<input type="checkbox"/>
NAME	RUSK, MICHAEL	
STREET ADDRESS	2431 TRAPP AVENUE	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1.1	TITLE		
1.2	NAME		
1.3	STREET ADDRESS		
1.4	CITY-ST-ZIP		
2.1	TITLE	<input type="checkbox"/>	<input type="checkbox"/>
2.2	NAME		
2.3	STREET ADDRESS		
2.4	CITY-ST-ZIP		
3.1	TITLE	<input type="checkbox"/>	<input type="checkbox"/>
3.2	NAME		
3.3	STREET ADDRESS		
3.4	CITY-ST-ZIP		
4.1	TITLE	<input type="checkbox"/>	<input type="checkbox"/>
4.2	NAME		
4.3	STREET ADDRESS		
4.4	CITY-ST-ZIP		
5.1	TITLE	<input type="checkbox"/>	<input type="checkbox"/>
5.2	NAME		
5.3	STREET ADDRESS		
5.4	CITY-ST-ZIP		
6.1	TITLE	<input type="checkbox"/>	<input type="checkbox"/>
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.

CR2E034 (10/97)