

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000034513 (7)

1. Corporation Name
PATHWAYS TECHNOLOGIES, INC.

Principal Place of Business
9500 SOUTH DADELAND BLVD.
SUITE 705
MIAMI FL 33156

Mailing Address
9500 SOUTH DADELAND BLVD.
SUITE 705
MIAMI FL 33156

FILED
Jul 31 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 45 E. 9TH CT.		26 SAME		04/19/1996			
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number		Applied For	
22		27		65-0659565		Not Applicable	
City & State		City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
23 MIAMI		28 FL		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Country		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	
24 33010		25 FL		29		30	

9. Name and Address of Current Registered Agent

MELENZ, HUMBERTO
9500 SOUTH DADELAND BLVD.
SUITE 705
MIAMI FL 33156

10. Name and Address of New Registered Agent

81 Name SAME
82 Street Address (P.O. Box Number is Not Acceptable)
45 E. 9TH CT.
83
84 City MIAMI FL 85 Zip Code 33010

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MELENZ, HUMBERTO	1.2 NAME	
STREET ADDRESS	9500 S. DADELAND BLVD. SUITE 705	1.3 STREET ADDRESS	45 E. 9TH CT.
CITY-ST-ZIP	MIAMI FL 33156	1.4 CITY-ST-ZIP	MIAMI FL 33010
TITLE	STD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MELENZ, GLADYS	2.2 NAME	
STREET ADDRESS	9500 S. DADELAND BLVD. SUITE 705	2.3 STREET ADDRESS	45 E. 9TH CT.
CITY-ST-ZIP	MIAMI FL 33156	2.4 CITY-ST-ZIP	MIAMI FL 33010
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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]* 7/24/97 305-888-888

CR2E034 (4/97)