

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

FILED

Feb 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 # P96000039610 (6)

1. Corporation Name
N3M, INC.

Principal Place of Business
814 WYCLIFFE DR
HOUSTON TX 77079

Mailing Address
814 WYCLIFFE DR
HOUSTON TX 77079



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 13/21-A N. DALE MABRY Suite, Apt. #, etc 22 101 City & State 23 TAMPA, FL Zip 24 33618		2a. Mailing Address 26 Suite, Apt. #, etc 27 City & State 28 Zip 29 Country 30 HARRIS		3. Date Incorporated or Qualified 05/08/1996	
				4. FEI Number 58-2237935	
				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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D, PRES
NAME	MERCHANT, JOHNNIE	1.2 NAME	MERCHANT, JOHNNIE
STREET ADDRESS	2946 RAINMONT	1.3 STREET ADDRESS	2410 WEST JETTON AVE.
CITY-ST-ZIP	KATY TX 77449	1.4 CITY-ST-ZIP	TAMPA, FL 33629
TITLE	D	2.1 TITLE	D, VP
NAME	NICKEL, BRUCE	2.2 NAME	NICKEL, BRUCE
STREET ADDRESS	19222 OAK VIEW TERR.	2.3 STREET ADDRESS	19222 OAK VIEW TERRACE
CITY-ST-ZIP	HOUSTON TX 77094	2.4 CITY-ST-ZIP	HOUSTON, TX 77094
TITLE	D	3.1 TITLE	D, VP
NAME	SCHNAKENBERG, MICHAEL	3.2 NAME	SCHNAKENBERG, MICHAEL
STREET ADDRESS	3046 LA QUINTA	3.3 STREET ADDRESS	3119 ROBINSON ROAD
CITY-ST-ZIP	MISSOURI CITY TX 77459	3.4 CITY-ST-ZIP	MISSOURI CITY, TX 77459
TITLE	D	4.1 TITLE	D, VP
NAME	MUNCHAK, MICHAEL	4.2 NAME	MUNCHAK, MICHAEL
STREET ADDRESS	1714 RANDONS POINT	4.3 STREET ADDRESS	9155 SADDLEBOW DRIVE
CITY-ST-ZIP	SUGAR LAND TX 77478	4.4 CITY-ST-ZIP	BRENTWOOD, TN 37027
TITLE	D	5.1 TITLE	
NAME	MATTHEWS, BRUCE	5.2 NAME	
STREET ADDRESS	3906 E. CREEK CLUB	5.3 STREET ADDRESS	
CITY-ST-ZIP	MISSOURI CITY TX 77459	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	FRANKE, DAVID	6.2 NAME	
STREET ADDRESS	814 WYCLIFFE DR.	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77079	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: David W. Franke, Asst. Treasurer, Secretary 1/24/98 (713)529-9336

CR2E034 (10/97)