

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

FILED  
Jun 15 1998 8:00am  
Secretary of State

|                                             |                                                                                   |                                                                                                    |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # P96000041465  
1. Corporation Name  
SKYLINE MEDIA, INC.

Principal Place of Business Mailing Address  
P.O. Box 4575 P.O. Box 4575  
Deerfield Beach, FL 33442 Deerfield Beach, FL 33442

DO NOT WRITE IN THIS SPACE

|                                                                                                                                  |  |                        |  |                                                                                                                                                                         |  |
|----------------------------------------------------------------------------------------------------------------------------------|--|------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business                                                                                                   |  | 2a. Mailing Address    |  | 3. Date Incorporated or Qualified<br>05/14/96                                                                                                                           |  |
| 1 Suite, Apt. #, etc.                                                                                                            |  | 26 Suite, Apt. #, etc. |  | 4. FEI Number<br>65-0669079                                                                                                                                             |  |
| 3 City & State                                                                                                                   |  | 27 City & State        |  | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                                                                                |  |
| 28 Zip                                                                                                                           |  | 29 Zip                 |  | 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees                                                                                     |  |
| Country                                                                                                                          |  | Country                |  | 7. 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<br>Steven C. Elkin<br>110 S.E. 6th Street, 28th Fl.<br>Fort Lauderdale, FL 33301 |  |                        |  | 10. Name and Address of New Registered Agent                                                                                                                            |  |
|                                                                                                                                  |  |                        |  | 81 Name                                                                                                                                                                 |  |
|                                                                                                                                  |  |                        |  | 82 Street Address (P.O. Box Number is Not Acceptable)                                                                                                                   |  |
|                                                                                                                                  |  |                        |  | 83 15th Floor                                                                                                                                                           |  |
|                                                                                                                                  |  |                        |  | 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

Signature must be printed name of registered agent and title (if applicable)

(NOTE: Registered Agent signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS

|                |                           |                                 |
|----------------|---------------------------|---------------------------------|
| TITLE          | D,P                       | <input type="checkbox"/> DELETE |
| NAME           | Kenneth J. Holem          |                                 |
| STREET ADDRESS | P.O. Box 4575             |                                 |
| CITY-ST-ZIP    | Deerfield Beach, FL 33442 |                                 |
| 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    |                           |                                 |
| TITLE          |                           | <input type="checkbox"/> DELETE |
| NAME           |                           |                                 |
| STREET ADDRESS |                           |                                 |
| CITY-ST-ZIP    |                           |                                 |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                    |                         |                                                                   |
|--------------------|-------------------------|-------------------------------------------------------------------|
| 1.1 TITLE          | D, PRESIDENT            | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME           | KENNETH J. HOLEM        |                                                                   |
| 1.3 STREET ADDRESS | P.O. BOX 4575           |                                                                   |
| 1.4 CITY-ST-ZIP    | DEERFIELD BCH, FL 33442 |                                                                   |
| 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 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: Kenneth J. Holem - President

06/30/98

600002561354  
-06/17/98-01001-005  
\*\*\*150.00  
PE 6.15  
(954) 427-3853  
(954) 428-9046

CF2F034 (10/97)