SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998. AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED Jul 27 1998 8:00am PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # P96000057055 (1) STARMAKER INTERNATIONAL, INC. Principal Place of Business Mailing Address 9810 NW 10 ST. 9810 NW 10 ST PEMBROKE PINES FL 33024 PEMBROKE PINES FL 33024 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 07/02/1996 Applied For 2. Principal Place of Business 2a. Mailing Address 4. FEI Number 21 26 65-0684989 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing Added to Fees 23 Trust Fund Contribution 28 Zip Country Zip Country 8. This corporation owes or has paid the current year Intangible 29 30 Personal Property Tax due June 30. 24 25 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent FLEISCHER, RITA 9810 NW 10 ST. 82 Street Address (P.O. Box Number is Not Acceptable) PEMBROKE PINES FL 33024 83 84 City 85 Zip Code 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 little if applicable DATE (NOTE Registered Agent signature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 12. 13. TITLE .1 TITLE DELETE Change Addition NAME FLEISCHER, RITA 1.2 NAME 9810 NW 10 ST. 1.3 STREET ADDRESS STREET ADDRESS PEMBROKE PINES FL 33024 1.4 CITY-ST-ZIP CITY-ST-ZIP TITLE 2.1 TITLE DELETE __ Change __ Addition NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY-ST-ZIF 2.4 CITY-ST-ZIP 3.1 TITLE Change TITLE DELETE Addition 3.2 NAME NAME STREET ADDRESS 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE 4.1 TITLE ___ Change

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.

4.2 NAME 4.3 STREET ADDRESS

5.1 TITLE

5.2 NAME

6.1 TITLE

6.2 NAME

DELETE

DELETE

4.4 CITY-ST-ZIP

5.3 STREET ADDRESS

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

5.4 CITY-ST-ZIP

NAME

TITLE

NAME

TITLE

NAME

STREET ADDRESS

STREET ADDRESS CITY-ST-ZIP

STREET ADDRESS

CITY-ST-ZIP

***150.00

100002603**4**

-07/31/98--01004-

Change

Addition

CR2E034 (5/98)

Starmaker International, Inc.

Pfd

9810 NW 10th Street Pembroke Pines, FL 33024 954-432-9963 Fax: 954-430-4377

July 1, 1998

Division of Corporations Annual Report Filings P.O. Box 1500 Tallahassee, FL 32302-1500

RE:

Starmaker Int'l Inc.

#65-0684989

To Whom It May Concern:

I spoke with your office today and was advised to send this letter concerning the above corporation, Starmaker Int'l Inc.

I just received yesterday the 2nd Notice to file the 1998 Profit Corporation Annual Report but I did not receive the first Notice.

I was advised to send in this Notice with a check for \$150.00 which is enclosed herewith.

Thank you for your help.

Sincerely,

Mid Licischici

cc: Eric Berkowitz, CPA