

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

Oct 01 1998 8:00am  
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P96000080693 (0)

1. Corporation Name  
 CDMEMORIES, INC.



Principal Place of Business: 418 CYPRESS RD, OCALA FL 34472  
 Mailing Address: 418 CYPRESS RD, OCALA FL 34472

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 650 MAIN St. Suite 1

22 City & State

27 Suite, Apt. #, etc.  
 28 GRAND Junction, CO

24 Zip Country

29 81501 30 MESA

3. Date Incorporated or Qualified

09/26/1996

4. FEI Number 84-1472661  
 APPLIED FOR

Applied For  
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required  
 \$5.00 May Be Added to Fees

6. Election Campaign Financing Trust Fund Contribution

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.  Yes  No

9. Name and Address of Current Registered Agent

FLORIDA INCORPORATORS, INC.  
 1221 BRICKELL AVENUE  
 SUITE 900  
 MIAMI FL 33131

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

TITLE D  DELETE  
 NAME LONCARICH, TIMOTHY  
 STREET ADDRESS 418 CYPRESS RD  
 CITY-ST-ZIP OCALA FL 34472

TITLE  DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE  DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE  DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE  DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE  DELETE  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  Change  Addition  
 1.2 NAME  
 1.3 STREET ADDRESS  
 1.4 CITY-ST-ZIP

2.1 TITLE  Change  Addition  
 2.2 NAME  
 2.3 STREET ADDRESS  
 2.4 CITY-ST-ZIP

3.1 TITLE  Change  Addition  
 3.2 NAME  
 3.3 STREET ADDRESS  
 3.4 CITY-ST-ZIP

4.1 TITLE  Change  Addition  
 4.2 NAME  
 4.3 STREET ADDRESS  
 4.4 CITY-ST-ZIP

5.1 TITLE  Change  Addition  
 5.2 NAME  
 5.3 STREET ADDRESS  
 5.4 CITY-ST-ZIP

6.1 TITLE  Change  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

*[Handwritten Signature]*

29 Sept 98 970-257-1241

CR2E034 (5/98)