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).

0075621

PROFIT CORPORATION ANNUAL REPORT
1998

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

FILED
98 NOV 12 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000086006 (9)

1. Corporation Name
T.T. PHOENIX, INC.

Principal Place of Business	Mailing Address
ONE PARK PLACE 621 N.W. 53RD STREET. SUITE 450 BOCA RATON FL 33487	ONE PARK PLACE 621 N.W. 53RD STREET. SUITE 450 BOCA RATON FL 33487

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/17/1996

2. Principal Place of Business	2a. Mailing Address
21 2800 N. Central Avenue	26 2800 N Central Avenue
Suite, Apt. #, etc. 22 Suite 125	Suite, Apt. #, etc. 27 Suite 125
City & State 23 Phoenix, Arizona	City & State 28 Phoenix, Arizona
Zip / Country 24 85004 / 25 USA	Zip / Country 29 85004 / 30 USA

4. FEI Number: 65-0710668 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

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

WARLEN, NEESA
ONE PARK PLACE
621 N.W. 53RD STREET, SUITE 450
BOCA RATON FL 33487

10. Name and Address of New Registered Agent

81 Name: Capital Connection, Inc.
82 Street Address (P.O. Box Number is Not Acceptable): 417 E. Virginia Street
83: Suite 1
84 City: Tallahassee, FL 85 Zip Code: 32301

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 _____ 11/12/98
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 / NAME / STREET ADDRESS / CITY-ST-ZIP	PD WEISSMAN, RICHARD S 1 PK. PL., 621 N.W. 53RD ST., STE. 450 BOCA RATON FL 33487	☒ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	P/T/M Richard J. Sodja 2800 N. Central Ave. Suite 125 Phoenix, AZ 85004 ☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SD WEISSMAN, MICHAEL 1 PK. PL., 621 N.W. 53RD ST., STE. 450 BOCA RATON FL 33487	☒ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	VP/S/D Cheryl L. Sodja 2800 N. Central Ave. Suite 125 Phoenix, AZ 85004 ☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VPT RUBIN, GARY 1 PK. PL., 621 N.W. 53RD ST., STE. 450 BOCA RATON FL 33487	☒ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	VP/D Fred Carpenter 100 West Broadway #990 Glendale, CA 91209 ☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V FLOEGEL, JOHN M 1 PK. PL., 621 N.W. 53RD ST., STE. 450 BOCA RATON FL 33487	☒ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	VP/D John Hansen 100 West Broadway #990 Glendale. CA 91209 ☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V RILEY, DARLENE 1 PK. PL., 621 N.W. 53RD ST., STE. 450 BOCA RATON FL 33487	☒ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	400002686944---2 -11/13/98--01051--005 ****550.00 ☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V PANTON, JENNIFER 1 PK. PL., 621 N.W. 53RD ST., STE. 450 BOCA RATON FL 33487	☒ DELETE	6.1 TITLE / 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: SIGNATURE REQUIRED 9/15/98
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (5/98)