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Mar 06 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 # P97000002856 (7)

1. Corporation Name
EMPOWER GAMES, INC.

Principal Place of Business
100 S BISCAYNE BLVD. SUITE #900
MIAMI FL 33131

Mailing Address
100 S BISCAYNE BLVD. SUITE #900
MIAMI FL 33131



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		01/06/1997	
23 City & State		27 City & State		4. FEI Number	
24 Zip		28 Zip		45-0718880	
25 Country		29 Country		5. Certificate of Status Desired	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				8. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30.	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
MARKS, ALLAN B 100 S BISCAYNE BLVD, SUITE #900 MIAMI FL 33131				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				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 _____ (NOTE: Registered Agent signature required when reappointing) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	
NAME	ROBLES, RUTH	1.2 NAME	
STREET ADDRESS	22 HARBOR POINT	1.3 STREET ADDRESS	
CITY-ST-ZIP	KEY BISCAYNE FL 33149	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	BERKOWITZ, ELAINE	2.2 NAME	
STREET ADDRESS	160 EDGEWATER DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL 33133	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	WARNER, KELLEY	3.2 NAME	WARNER, KELLEY
STREET ADDRESS	4975 SW 85TH ST	3.3 STREET ADDRESS	4975 SW 85TH STREET
CITY-ST-ZIP	MIAMI FL 33143	3.4 CITY-ST-ZIP	MIAMI, FL 33143
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *K. Marks* *W. Warner* 2/16/98 305-662-6691

CR2E034 (10/97)