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).

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # P97000009089 (8)

1. Corporation Name
TALAIS INTERNATIONAL, INC.

Principal Place of Business
9234 RIDGE PINE TRAIL
ORLANDO FL 32819

Mailing Address
9234 RIDGE PINE TRAIL
ORLANDO FL 32819

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/24/1997

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

4. FEI Number
59-3437753
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
MARTSCHING, TIM
9234 RIDGE PINE TRAIL
ORLANDO FL 32819

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 I accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE: Registered Agent Signature or Attorney-at-Law Signature — Date: Registered Agent Signature or Attorney-at-Law Signature — DATE

12. OFFICERS AND DIRECTORS

TITLE	PT	[ ] DELETE
NAME	MARTSCHING, TIM	
STREET ADDRESS	9234 RIDGE PINE TRAIL	
CITY ST ZIP	ORLANDO FL 32819	
TITLE	VS	[ ] DELETE
NAME	MARTSCHING, KRISSNEE	
STREET ADDRESS	9234 RIDGE PINE TRAIL	
CITY ST ZIP	ORLANDO FL 32819	
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

11 TITLE	[ ] Change [ ] Addition
12 NAME	
13 STREET ADDRESS	
14 CITY ST ZIP	
21 TITLE	[ ] Change [ ] Addition
22 NAME	
23 STREET ADDRESS	
24 CITY ST ZIP	
31 TITLE	[ ] Change [ ] Addition
32 NAME	
33 STREET ADDRESS	
34 CITY ST ZIP	
41 TITLE	[ ] Change [ ] Addition
42 NAME	
43 STREET ADDRESS	
44 CITY ST ZIP	
51 TITLE	[ ] Change [ ] Addition
52 NAME	
53 STREET ADDRESS	
54 CITY ST ZIP	
61 TITLE	[ ] Change [ ] Addition
62 NAME	
63 STREET ADDRESS	
64 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 is accurately listed with the proper address.

SIGNATURE: CK 9/5/98 C46278 16.00