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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000018237

1. Corporation Name
XALI ENTERTAINMENT, INC.



Principal Place of Business
 3150 NE 190 ST., BLDG 6
 206
 AVENTURA FL 33180

Mailing Address
 P.O. BOX 015598
 MIAMI FL 33101

DO NOT WRITE IN THIS SPACE

| | |
|--------------------------------|-----------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 3150 NE 190 ST | 26 P.O. Box 015598 |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. |
| 22 BLDG 6 Suite 206 | 27 |
| City & State | City & State |
| 23 Aventura, FL | 28 Miami, FL |
| Zip Country | Zip Country |
| 24 33180 25 U.S. | 29 33101-5598 30 U.S. |

| | |
|---|---|
| 3. Date Incorporated or Qualified | Applied For |
| 02/24/1997 | Not Applicable |
| 4. FEI Number | Applied For |
| 65-0731797 | Not Applicable |
| 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| <input type="checkbox"/> | |
| 6. Election Campaign Financing Trust Fund Contribution | \$5.00 May Be Added to Fees |
| <input type="checkbox"/> | |
| 8. This corporation owes the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

9. Name and Address of Current Registered Agent

JENNINGS, WALTER
 3150 NE 190 ST., BLDG 6
 206
 AVENTURA FL 33180

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 Walter Jennings DATE 4-30-99
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-----------------------------------|---------------------------------|
| TITLE | PVS | <input type="checkbox"/> DELETE |
| NAME | JENNINGS, WALTER | |
| STREET ADDRESS | 3150 NE 190 ST., BLDG 6 SUITE 206 | |
| CITY-ST-ZIP | AVENTURA FL 33180 | |
| TITLE | DCM | <input type="checkbox"/> DELETE |
| NAME | JENNINGS, WALTER | |
| STREET ADDRESS | 3150 NE 190 ST., BLDG 6 SUITE 206 | |
| CITY-ST-ZIP | AVENTURA FL 33180 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> 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, with all other like empowered.

SIGNATURE: Walter Jennings DATE: 4-30-99 DAYTIME PHONE #: 305-945-1171
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)