


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jul 10 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 # P97000020128 (9) 1. Corporation Name NEW DAWN SYSTEMS, INC.					
Principal Place of Business 5003 OLD OCEAN BOULEVARD, SUITE 3 OCEAN RIDGE FL 33435			Mailing Address 5003 OLD OCEAN BOULEVARD, SUITE 3 OCEAN RIDGE FL 33435		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 PO BOX 23711		03/04/1997	
22 City & State		27 SAN DIEGO, CA		4. FEI Number 65-0732947	
23 Zip		28 92193		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 Country		29 U.S.		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134			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					
1.1 TITLE <input type="checkbox"/> DELETE					
1.2 NAME CLAYTON, CAVIN C					
1.3 STREET ADDRESS 5003 OLD OCEAN BOULEVARD, SUITE 3					
1.4 CITY-ST-ZIP OCEAN RIDGE FL 33435					
2.1 TITLE <input type="checkbox"/> DELETE					
2.2 NAME GARCIA, CESAR					
2.3 STREET ADDRESS 5003 OLD OCEAN BOULEVARD, SUITE 3					
2.4 CITY-ST-ZIP OCEAN RIDGE FL 33435					
3.1 TITLE <input type="checkbox"/> DELETE					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE <input type="checkbox"/> DELETE					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE <input type="checkbox"/> DELETE					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> DELETE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified	
03/04/1997	
4. FEI Number	Applied For
65-0732947	Not Applicable
5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE <input type="checkbox"/> DELETE		1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
1.2 NAME CLAYTON, CAVIN C		1.2 NAME	
1.3 STREET ADDRESS 5003 OLD OCEAN BOULEVARD, SUITE 3		1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP OCEAN RIDGE FL 33435		1.4 CITY-ST-ZIP	
2.1 TITLE <input type="checkbox"/> DELETE		2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
2.2 NAME GARCIA, CESAR		2.2 NAME	
2.3 STREET ADDRESS 5003 OLD OCEAN BOULEVARD, SUITE 3		2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP OCEAN RIDGE FL 33435		2.4 CITY-ST-ZIP	
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3.2 NAME		3.2 NAME	
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3.4 CITY-ST-ZIP		3.4 CITY-ST-ZIP	
4.1 TITLE <input type="checkbox"/> DELETE		4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
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5.4 CITY-ST-ZIP		5.4 CITY-ST-ZIP	
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6.2 NAME		6.2 NAME	
6.3 STREET ADDRESS		6.3 STREET ADDRESS	
6.4 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: *CAVIN C. CLAYTON* PRESIDENT 4/27/98 (619) 274-3664

CR2E034 (10/97)