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 # P97000031235 (9)

1. Corporation Name
MERMAID ENCOUNTERS, INC.

Principal Place of Business
6358 LONGBOAT LANE
BOCA RATON FL 33433

Mailing Address
6358 LONGBOAT LANE
BOCA RATON FL 33433

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/07/1997

4. FEI Number
65-0742748
[ ] 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. [X] Yes [ ] No

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

9. Name and Address of Current Registered Agent
BARTMON, JOY A
1515 N. FEDERAL HIGHWAY
SUITE 300
BOCA RATON FL 33432

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
(Signature of A New Registered Agent if Agent is Changing) (Both Signatures Required if Changing) DATE

12. OFFICERS AND DIRECTORS

11 TITLE	D	[ ] DELETE
12 NAME	ROBINSON, LAUREL K	
13 STREET ADDRESS	6358 LONGBOAT LANE	
14 CITY ST ZIP	BOCA RATON FL 33433	
21 TITLE		[ ] DELETE
22 NAME		
23 STREET ADDRESS		
24 CITY ST ZIP		
31 TITLE		[ ] DELETE
32 NAME		
33 STREET ADDRESS		
34 CITY ST ZIP		
41 TITLE		[ ] DELETE
42 NAME		
43 STREET ADDRESS		
44 CITY ST ZIP		
51 TITLE		[ ] DELETE
52 NAME		
53 STREET ADDRESS		
54 CITY ST ZIP		
61 TITLE		[ ] DELETE
62 NAME		
63 STREET ADDRESS		
64 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 exception 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 an additional with an address.

SIGNATURE: 9-29-98 561 394 9120

CR2E024 (5/98)