

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

FILED  
Mar 19 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000049579 (0)  
1. Corporation Name  
2XS, INC.

Principal Place of Business 160 NORTHWEST 176TH STREET SUITE 400 MIAMI FL 33169	Mailing Address 160 NORTHWEST 176TH STREET SUITE 400 MIAMI FL 33169
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/05/1997	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 05-0759026	Applied For Not Applicable
23 Zip	25 Country	29 Zip	30 Country	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134		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

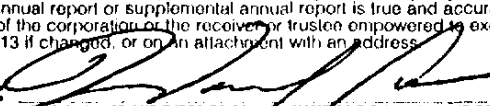
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	CEO
NAME	BOYD, J D	1.2 NAME	BOYD, J D
STREET ADDRESS	160 NORTHWEST 176TH STREET	1.3 STREET ADDRESS	160 NW 176th Street, #400
CITY-ST-ZIP	MIAMI FL 33169	1.4 CITY-ST-ZIP	Miami FL 33169
TITLE	STV	2.1 TITLE	
NAME	CHASTAIN, WILLIAM	2.2 NAME	
STREET ADDRESS	160 NORTHWEST 176TH STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33169	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	PRESIDENT
NAME		3.2 NAME	Warren S. Cohen
STREET ADDRESS		3.3 STREET ADDRESS	160 NW 176 St, #400
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Miami FL 33169
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:  WARREN S. COHEN 3/12/98 305-653-916

CR2E034 (10/97)