

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).

FILED
 Aug 27 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 # P97000054216 (1)

1. Corporation Name
 RAIN TREE MEDIA INC.



Principal Place of Business
 7020 SW 64TH COURT
 MIAMI FL 33143

Mailing Address
 7020 SW 64TH COURT
 MIAMI FL 33143

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 06/19/1997

4. FEI Number
 65-0768644 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

2. Principal Place of Business
 21 2916 Ponce De Leon
 Suite, Apt. #, etc.
 22 Suite B
 City & State
 23 Coral Gables, FL
 Zip
 24 33134 Country
 25 US

2a. Mailing Address
 26 2916 Ponce De Leon
 Suite, Apt. #, etc.
 27 Suite B
 City & State
 28 Coral Gables, FL
 Zip
 29 33134 Country
 30 US

9. Name and Address of Current Registered Agent
 LEARY, DALE E
 7020 SW 64TH COURT
 MIAMI FL 33143

10. Name and Address of New Registered Agent
 81 Name
 Leary, Dale E.
 82 Street Address (P.O. Box Number is Not Acceptable)
 7020 SW 64 Court
 83 Suite B
 84 City
 South Miami FL 85 Zip Code
 33143

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 Dale E. Leary President July 22, 1998
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	<input type="checkbox"/> DELETE	1.1 TITLE	Vice-President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	Michael J. Hall
STREET ADDRESS		1.3 STREET ADDRESS	14520 Mahogany Court
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Miami Lakes FL 33183
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Michael J. Hall
STREET ADDRESS		2.3 STREET ADDRESS	14520 Mahogany Court
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Miami Lakes FL 33183
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Dale E. Leary
STREET ADDRESS		4.3 STREET ADDRESS	7020 SW 64 Court
CITY-ST-ZIP		4.4 CITY-ST-ZIP	South Miami FL 33143
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Dale E. Leary
STREET ADDRESS		5.3 STREET ADDRESS	7020 SW 64 Court
CITY-ST-ZIP		5.4 CITY-ST-ZIP	South Miami FL 33143
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 *[Signature]* 7/22/98 305 476 8004

CR2E034 (5/98)