


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Sep 23, 1999 8:00 am
Secretary of State

09-23-1999 90009 006 ***550.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000054216

1. Corporation Name
RAINTREE MEDIA INC.



Principal Place of Business 2916 PONCE DE LEON STE B CORAL GABLES FL 33134 US	Mailing Address 2916 PONCE DE LEON STE B CORAL GABLES FL 33134 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 238 PALERMO AVE	2a. Mailing Address 26 238 PALERMO AVE	3. Date Incorporated or Qualified 06/19/1997	4. FEI Number 65-0768644	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input checked="" 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 the current year Intangible Personal Property. <input type="checkbox"/> Yes <input type="checkbox"/> No
City & State 23 CORAL GABLES FL	City & State 28 CORAL GABLES FL			
Zip 24 FL 33134	Country 25 US	Zip 29 33134	Country 30 US	


9. Name and Address of Current Registered Agent LEARY, DALE E 7020 SW 64TH COURT STE B MIAMI FL 33143	10. Name and Address of New Registered Agent 81 Name DALE LEARY 82 Street Address (P.O. Box Number is Not Acceptable) 83 1111 BRICKELL BAY DRIVE APT#3302 84 City MIAMI FL 85 Zip Code 33131
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPT HALL, MICHAEL J 14520 MAHOGANY COURT MIAMI LAKES FL 33183 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	VPT HALL, MICHAEL J. 307 COMMODORE TERRACE EDGEWATER, NJ 07020 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PS LEARY, DALE E 7020 SW 64TH CT S MIAMI FL 33143 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	PS LEARY, DALE E 1111 BRICKELL BAY DR APT#3302 MIAMI FL 33131 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(f), 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:  **9-20-99 305.476.8004**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/99)