

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

FILED

Jun 17 1998 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                    |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # P97000065233 (3)  
1. Corporation Name

ACE INTERNATIONAL TENNIS, INC.

|                                                                                  |                                                                      |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------|
| Principal Place of Business<br>2665 S. BAYSHORE DRIVE STE. 900<br>MIAMI FL 33133 | Mailing Address<br>2665 S. BAYSHORE DRIVE STE. 900<br>MIAMI FL 33133 |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                                                                                                                                                |                                                                                                                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 2665 S Bayshore Drive<br>Suite, Apt. #, etc.<br>22 Suite 703<br>City & State<br>23 Miami, Florida<br>Zip<br>24 33133-5401 | 2a. Mailing Address<br>26 2665 S Bayshore Drive<br>Suite, Apt. #, etc.<br>27 Suite 703<br>City & State<br>28 Miami, Florida<br>Zip<br>29 33133-5401 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                 |                                                                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 3. Date Incorporated or Qualified<br>07/25/1997                                                                                                                 | 4. FEI Number<br><input checked="" type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable       |
| 5. Certificate of Status Desired<br>XXX \$8.75 Additional<br>Fee Required                                                                                       | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be<br>Added to Fees |
| 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |                                                                                                                   |

9. Name and Address of Current Registered Agent  
RICHARDS, TIMOTHY D  
2665 S. BAYSHORE DRIVE STE. 900  
MIAMI FL 33133

|                                                                                |                           |
|--------------------------------------------------------------------------------|---------------------------|
| 81 Name<br>World Corporate Services, Inc.                                      | 85 Zip Code<br>33133-5401 |
| 82 Street Address (P.O. Box Number is Not Acceptable)<br>2665 S Bayshore Drive |                           |
| 83 Suite 703                                                                   |                           |
| 84 City<br>Miami                                                               | FL                        |

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 *Timothy D. Richards* Pres. 4/8/98  
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS |                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                 |
|----------------------------|---------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------|
| TITLE                      | <input type="checkbox"/> DELETE | 1.1 TITLE                                             | DP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 1.2 NAME                                              | Joseph W. Moore                                                                 |
| STREET ADDRESS             |                                 | 1.3 STREET ADDRESS                                    | 2665 S Bayshore DR STE 703                                                      |
| CITY-ST-ZIP                |                                 | 1.4 CITY-ST-ZIP                                       | Miami, Florida 33133-5401                                                       |
| TITLE                      | <input type="checkbox"/> DELETE | 2.1 TITLE                                             | DS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 2.2 NAME                                              | Jonathan R. Welch                                                               |
| STREET ADDRESS             |                                 | 2.3 STREET ADDRESS                                    | 2665 S Bayshore DR STE 703                                                      |
| CITY-ST-ZIP                |                                 | 2.4 CITY-ST-ZIP                                       | Miami, Florida 33133-5401                                                       |
| TITLE                      | <input type="checkbox"/> DELETE | 3.1 TITLE                                             | AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 3.2 NAME                                              | Timothy D. Richards, Esq.                                                       |
| STREET ADDRESS             |                                 | 3.3 STREET ADDRESS                                    | 2665 S Bayshore DR STE 703                                                      |
| CITY-ST-ZIP                |                                 | 3.4 CITY-ST-ZIP                                       | Miami, Florida 33133-5401                                                       |
| TITLE                      | <input type="checkbox"/> DELETE | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition               |
| NAME                       |                                 | 4.2 NAME                                              |                                                                                 |
| STREET ADDRESS             |                                 | 4.3 STREET ADDRESS                                    |                                                                                 |
| CITY-ST-ZIP                |                                 | 4.4 CITY-ST-ZIP                                       |                                                                                 |
| TITLE                      | <input type="checkbox"/> DELETE | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition               |
| NAME                       |                                 | 5.2 NAME                                              |                                                                                 |
| STREET ADDRESS             |                                 | 5.3 STREET ADDRESS                                    |                                                                                 |
| CITY-ST-ZIP                |                                 | 5.4 CITY-ST-ZIP                                       |                                                                                 |
| TITLE                      | <input type="checkbox"/> DELETE | 6.1 TITLE                                             | 20000256365 <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                       |                                 | 6.2 NAME                                              | -06/18/98--01014--014                                                           |
| STREET ADDRESS             |                                 | 6.3 STREET ADDRESS                                    | ***158.75                                                                       |
| 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. I am attaching with an address.

SIGNATURE: *Timothy D. Richards* 4/29/98 305-858-9541

CR2E034 (10/97)