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FILED
May 13 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 # P97000067599 (5)
1. Corporation Name
NEOMEDIA, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 12466 GUILFORD WAY W. PALM BEACH FL 33414		Mailing Address 12466 GUILFORD WAY W. PALM BEACH FL 33414	
2. Principal Place of Business 21 815 PEPPERTREE COURT Suite, Apt. #, etc.		2a. Mailing Address 26 P.O. Box 20971 Suite, Apt. #, etc.	
22 City & State 23 WEST PALM BEACH, FL 24 Zip 33414-4925 25 Country PALM BEACH		27 City & State 28 WEST PALM BEACH, FL 29 Zip 33416-0971 30 Country PALM BEACH	
9. Name and Address of Current Registered Agent LOFLIN, MACK E 12466 GUILFORD WAY W. PALM BEACH FL 33414		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	D	1.1 TITLE	PRESIDENT
NAME	LOFLIN, MACK E	1.2 NAME	JON M. LOFLIN
STREET ADDRESS	12466 GUILFORD WAY	1.3 STREET ADDRESS	815 PEPPERTREE COURT
CITY-ST-ZIP	W. PALM BEACH FL 33414	1.4 CITY-ST-ZIP	WEST PALM BEACH, FL 33414
TITLE		2.1 TITLE	SECTY. TREAS
NAME		2.2 NAME	PAUL S. LOFLIN
STREET ADDRESS		2.3 STREET ADDRESS	815 PEPPERTREE COURT
CITY-ST-ZIP		2.4 CITY-ST-ZIP	WEST PALM BEACH, FL 33414
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
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: MACK E. LOFLIN V MACK E LOFLIN 4-28-98 (66) 55-1150

CR2E034 (10/97)