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May 20 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P97000067995 (5)

1. Corporation Name  
FOOT-O-GRAPH, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 290 174TH STREET ROOM 815 MIAMI BEACH FL 33160		Mailing Address 290 174TH STREET ROOM 815 MIAMI BEACH FL 33160	
2. Principal Place of Business 21 13499 BISCAYNE BLVD Suite, Apt. #, etc. 22 Suite 1605 City & State 23 NORTH MIAMI, FLORIDA Zip 24 33181 Country 25 USA		2a. Mailing Address 26 13499 BISCAYNE BLVD Suite, Apt. #, etc. 27 Suite 1605 City & State 28 NORTH MIAMI, FLORIDA Zip 29 33181 Country 30 USA	
9. Name and Address of Current Registered Agent EDWARDS, NADIA S 290 174TH STREET ROOM 815 MIAMI BEACH FL 33160		10. Name and Address of New Registered Agent 81 Name YUVAL BECHOR 82 Street Address (P.O. Box Number is Not Acceptable) 13499 BISCAYNE BLVD SUITE 1605 83 84 City NORTH MIAMI FL 85 Zip Code 33181	

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 YUVAL BECHOR (PRESIDENT)

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

(If all Registered Agent signature required when reinstating)

APR 23 1998  
DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PRESIDENT YUVAL BECHOR 13499 BISCAYNE BLVD SUITE 1605 NORTH MIAMI, FL 33181	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SECRETARY TALI HARPZ 13499 BISCAYNE BLVD SUITE 1605 NORTH MIAMI, FL 33181	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input 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)(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 YUVAL BECHOR (PRESIDENT)

APR 23 1998

2-5 BUSINESS

CR2E034 (10/97)