

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

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
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DOCUMENT # P97000068215 (7)
1. Corporation Name
ATHENA INTERACTIVE MARKETING SERVICES INC


Principal Place of Business 19430 NW 18TH CT MIAMI FL 33056	Mailing Address 19430 NW 18TH CT MIAMI FL 33056
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1140 NW 184 WAY Suite, Apt. #, etc. 22 City & State 23 PEMBROKE PINES, FL Zip 24 33029 Country 25 BROWARD		2a. Mailing Address 26 1140 NW 184 WAY Suite, Apt. #, etc. 27 City & State 28 PEMBROKE PINES, FL Zip 29 33029 Country 30 BROWARD		3. Date Incorporated or Qualified 08/06/1997 4. FEI Number 65-0777108 Applied For Not Applicable 5. Certificate of Status Desired <input 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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent BABB, MICHAEL 19430 NW 18TH CT MIAMI FL 33056				10. Name and Address of New Registered Agent 81 Name Michael BABB, MICHAEL 82 Street Address (P.O. Box Number is Not Acceptable) 1140 NW 184 WAY 83 84 City PEMBROKE PINES FL 85 Zip Code 33029	

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 4/27/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP JORDAN, HECTOR 2893 BURROUGHS DR SUITE #1 ORLANDO FL 32818 <input type="checkbox"/> DELETE	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	DVS BABB, MICHAEL 19430 NW 18TH CT MIAMI FL 33056 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	DVS BABB, MICHAEL 1140 NW 184 WAY PEMBROKE PINES, FL 33029 <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)(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:

4/27/98 954 442 8507

CR2E034 (10/97)