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FILED
Apr 28 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 # P97000079489 (5)

1. Corporation Name
TALENT NETWORKS, INC.



Principal Place of Business

3550 FLAMINGO DRIVE
MIAMI BEACH FL 33140

Mailing Address

3550 FLAMINGO DRIVE
MIAMI BEACH FL 33140

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/15/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 05-0786036	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

AMERILAWYER CHARTERED
343 ALMERIA AVENUE
CORAL GABLES FL 33134

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	PD	1.1 TITLE	
NAME	TROOST, RICHARD	1.2 NAME	
STREET ADDRESS	3550 FLAMINGO DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33140	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	BERKWICH, CHRIS	2.2 NAME	
STREET ADDRESS	3550 FLAMINGO DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33140	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	
NAME	BERKWICH, ROSS	3.2 NAME	
STREET ADDRESS	3550 FLAMINGO DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33140	3.4 CITY-ST-ZIP	
TITLE	SD	4.1 TITLE	
NAME	BUCHHOLZ, KATHY	4.2 NAME	
STREET ADDRESS	3550 FLAMINGO DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33140	4.4 CITY-ST-ZIP	
TITLE	TD	5.1 TITLE	
NAME	BUCHHOLZ, KRIS	5.2 NAME	
STREET ADDRESS	3550 FLAMINGO DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33140	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:

Kris Buchholz

4-21-98 365-528-4200

CR2E034 (10/97)