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FILED
Jun 01 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 # 1. Corporation Name
P970300080004
GLOW IMAGES, INC.

Principal Place of Business Mailing Address
754 CROWS BLUFF LANE
SANTFORD, FLORIDA, 32773

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
SEPTEMBER 15, 1997

4. FEI Number Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc 26 Suite, Apt. #, etc

22 City & State 27 City & State

23 Zip 25 Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent
RICHARD S. TAYLOR JR. A.L.
531 DOG TRACK RD.
LOWWOOD, FL. 32752

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

1. LOUIS O. NOCE PRESIDENT 754 CROWS BLUFF LANE SANTFORD FL. 32773

TITLE NAME STREET ADDRESS CITY-ST-ZIP

2. THOMAS NOCE V. PRESIDENT 1308 NORTH LAKE BLVD. SANTFORD FL. 32773

TITLE NAME STREET ADDRESS CITY-ST-ZIP

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TITLE NAME STREET ADDRESS CITY-ST-ZIP

TITLE NAME STREET ADDRESS CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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: Louis O. Noce 4-20-98 (407) 679-0093

CR2E034 (10/97)