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Secretary of State

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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000081350

1. Corporation Name
OPEN BOUNDARIES, INC.

Principal Place of Business

2665 S. BAYSHORE DRIVE
SUITE 703
MIAMI FL 33133
US

Mailing Address

2665 S. BAYSHORE DR
SUITE 703
MIAMI FL 33133
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

09/18/1997

4. FEI Number

65-0785975

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 the current year Intangible
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

WORLD CORPORATE SERVICES, Inc.
2665 S. BAYSHORE DR
SUITE 703
MIAMI FL 33133

10. Name and Address of New Registered Agent

81 Name
World Corporate Services, Inc.
82 Street Address (P.O. Box Number is Not Acceptable)
2665 South Bayshore Drive
83 Suite 703
84 City
Miami FL 85 Zip Code
33133

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

Timothy D. Richards, Pres. 01/12/99

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DPS
STATON, STUART A.
1060 COTORRO AVE
CORAL GABLES FL 33146

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
AS
RICHARDS, TIMOTHY D.
2665 S. BAYSHORE DR, SUITE 703
MIAMI FL 33133

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
DPS
Stuart A. Staton
10 Edgewater Drive
Unit Lanai South Phase I
Coral Gables, Florida 33133

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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, with all other like empowered.

SIGNATURE: Timothy D. Richards 01/12/99 (305) 858-9900

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (11/98)