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Mar 19 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 # P97000089489 (3)

1. Corporation Name

IMAGINATION TECHNOLOGIES, INC.



Principal Place of Business

Mailing Address

9416 TRADEWINDS AVE
SEMINOLE FL 33776

9416 TRADEWINDS AVE
SEMINOLE FL 33776

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

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9. Name and Address of Current Registered Agent

CORPORATE CREATIONS ENTERPRISES, INC.
4521 PGA BOULEVARD #211
PALM BEACH GARDENS FL 33418

10. Name and Address of New Registered Agent

81 Name KEVIN M. WHELAN
82 Street Address (P.O. Box Number is Not Acceptable) 9416 TRADEWINDS AVE.
83 SEMINOLE
84 City SEMINOLE FL 85 Zip Code 33776

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

KEVIN M. WHELAN

Kevin M. Whelan

3/12/98

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

(NOTE: Registered Agent signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME D WHELAN, KEVIN
STREET ADDRESS 9416 TRADEWINDS AVE
CITY-ST-ZIP SEMINOLE FL 33776

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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NAME
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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

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

SIGNATURE

Kevin M. Whelan

3/12/98

CR2E034 (10/97)