

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

FILED  
Mar 23 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 # P97000091380 (0)  
1. Corporation Name  
PCD GP, INC.

Principal Place of Business 5009 PARK CENTRAL DRIVE ORLANDO FL 32839	Mailing Address 5009 PARK CENTRAL DRIVE ORLANDO FL 32839
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/23/1997	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-3480258		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 checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent JOHNSON, LORAN A 215 NORTH EOLA DRIVE ORLANDO FL 32801		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	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	DPAS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORTON, HENRY	1.2 NAME	MORTON, HENRY
STREET ADDRESS	1090 DON MILLS ROAD STE 600	1.3 STREET ADDRESS	1090 DON MILLS ROAD STE 600
CITY-ST-ZIP	DON MILLS, ONTARIO CANADA	1.4 CITY-ST-ZIP	DON MILLS, ONTARIO, CANADA
TITLE	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	DC <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORTON, PAUL	2.2 NAME	MORTON, PAUL
STREET ADDRESS	1090 DON MILLS RDS STE 600	2.3 STREET ADDRESS	1090 DON MILLS ROAD STE 600
CITY-ST-ZIP	DON MILLS, ONTARIO, CANADA	2.4 CITY-ST-ZIP	DON MILLS, ONTARIO, CANADA
TITLE	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	DVPS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SLATER, JOEL K	3.2 NAME	SLATER, JOEL K
STREET ADDRESS	5009 PARK CENTRAL DRIVE	3.3 STREET ADDRESS	5009 PARK CENTRAL DRIVE
CITY-ST-ZIP	ORLANDO FL 32839	3.4 CITY-ST-ZIP	ORLANDO, FL 32839
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	GOLDBERG, LAURENCE
STREET ADDRESS		4.3 STREET ADDRESS	488 HURON STREET
CITY-ST-ZIP		4.4 CITY-ST-ZIP	TORONTO, ONTARIO, CANADA
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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:

SIGNATURE AND TYPE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

HENRY A. Morton

3-17-98

407-851-6252

CR2E034 (10/97)