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

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Jul 06 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 # P97000093775

1. Corporation Name
GeniosPC International, Inc.

Principal Place of Business: 7259 N. W. 12th Street, Miami FL 33126
Mailing Address: (same)

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21	26
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip / 25 Country	29 Zip / 30 Country

3. Date Incorporated or Qualified
4. FEI Number — [X] 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

9. Name and Address of Current Registered Agent

Mauricio Magarolas, Esq.
815 Ponce de Leon Boulevard
Second Floor
Coral Gables FL 33134-3007

10. Name and Address of New Registered Agent

81 Name: Francisco Chirinos
82 Street Address (P.O. Box Number is Not Acceptable): 7259 N. W. 12th Street
83
84 City: Miami FL 85 Zip Code: 33126

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 X [signature] 05-21-98

12. OFFICERS AND DIRECTORS

TITLE	President/Director	[ ] DELETE
NAME	Leonardo Beneditt	
STREET ADDRESS	7259 N. W. 12th Street	
CITY-ST-ZIP	Miami FL 33126	
TITLE	Vice-President	[ ] DELETE
NAME	Francisco Chirinos	
STREET ADDRESS	7259 N. W. 12th Street	
CITY-ST-ZIP	Miami FL 33126	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
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		

LS 7.6

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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 report or supplemental 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: X [signature] 05-21-98 Vice-President (305) 477-9757