

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Jul 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 # P97000096540 (4)
 1. Corporation Name
SOUND REPLACEMENTS, INC.

Principal Place of Business 1131 CALAMONDUN TERRACE DELRAY BEACH FL 33445	Mailing Address 1131 CALAMONDUN TERRACE DELRAY BEACH FL 33445
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country
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3. Date Incorporated or Qualified 11/12/1997	4. FEI Number 65-0840255	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
FILINGS, INC.
3732 N.W. 16TH STREET
FT LAUDERDALE FL 33311

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	D	<input type="checkbox"/> DELETE
NAME	POLSKY, LILLIAN M	
STREET ADDRESS	1131 CALAMONDUN TERRACE	
CITY-ST-ZIP	DELRAY BEACH FL 33445	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	400002598294
1.3 STREET ADDRESS	-07/24/98--01097--015
1.4 CITY-ST-ZIP	***150.00
2.1 TITLE	<input type="checkbox"/> Addition
2.2 NAME	<i>Never received any other Notice</i>
2.3 STREET ADDR	
2.4 CITY-ST-ZIP	
2.5 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Addition
3.2 NAME	<i>Lillian M Polsky</i>
3.3 STREET ADDR	
3.4 CITY-ST-ZIP	
3.5 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Addition
4.2 NAME	<i>JG 2</i>
4.3 STREET ADDR	
4.4 CITY-ST-ZIP	
4.5 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Addition
5.2 NAME	<i>7/23</i>
5.3 STREET ADDR	
5.4 CITY-ST-ZIP	
5.5 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDR	
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 *Lillian M Polsky* REQUIRED

CR2E034 (5/98)