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
Oct 08 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 # P97000098344 (9)

1. Corporation Name
APOLLO ACQUISITION III, INC.

| Principal Place of Business | Mailing Address |
|---|---|
| 6542 NORTH US HWY 41<br>SUITE 215<br>APOLLO BEACH FL 33572 | 6542 NORTH US HWY 41<br>SUITE 215<br>APOLLO BEACH FL 33572 |

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/18/1997

4. FEI Number
59-3481401
[ ] 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

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent
FRANK, STUART M
6542 NORTH US HWY 41
SUITE 215
APOLLO BEACH FL 33572

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

12. OFFICERS AND DIRECTORS

| | | |
|---|---|---|
| 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 | | |
| 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

| | | |
|---|---|---|
| 11 TITLE | P | [ ] Change [X] Addition |
| 12 NAME | FRANK, STUART M | |
| 13 STREET ADDRESS | 6542 US HIGHWAY 41N SUITE 215 | |
| 14 CITY-ST-ZIP | Apollo Beach, FL 33572 | |
| 21 TITLE | | [ ] Change [ ] Addition |
| 22 NAME | | |
| 23 STREET ADDRESS | | |
| 24 CITY-ST-ZIP | | |
| 31 TITLE | | [ ] Change [ ] Addition |
| 32 NAME | | |
| 33 STREET ADDRESS | | |
| 34 CITY-ST-ZIP | | |
| 41 TITLE | | [ ] Change [ ] Addition |
| 42 NAME | | |
| 43 STREET ADDRESS | | |
| 44 CITY-ST-ZIP | | |
| 51 TITLE | | [ ] Change [ ] Addition |
| 52 NAME | | |
| 53 STREET ADDRESS | | |
| 54 CITY-ST-ZIP | | |
| 61 TITLE | | [ ] Change [ ] Addition |
| 62 NAME | | |
| 63 STREET ADDRESS | | |
| 64 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: Stuart M Frank 9/25/98 (813)645-7677

CR2E034 (5/98)