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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P97000099605

1. Corporation Name POTOMAC, INC.

Principal Place of Business 15 MOUNT VERNON LANE PALM COAST FL 32164

Mailing Address 15 MOUNT VERNON LANE PALM COAST FL 32164



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/24/1997

4. FEI Number

59-3479109

Applied For

Not Applicable

5. Certificate of Status Desired

[]

\$8.75 Additional Fee Required

6. Election Campaign Financing

[]

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax.

[] Yes

[] No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

25 Country

28 Zip

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

AMERILAWYER 343 ALMERIA AVENUE CORAL GABLES FL 33134

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 PD RADIUCHKINE, SERGUEI V [] DELETE
NAME
STREET ADDRESS 15 MOUNT VERNON LANE
CITY-ST-ZIP PALM COAST FL 32164

1.1 TITLE [] Change [] Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VD KOROTAYEV, YEVGENI [] DELETE
NAME
STREET ADDRESS 15 MOUNT VERNON LANE
CITY-ST-ZIP PALM COAST FL 32164

2.1 TITLE [] Change [] Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE SD STARATELEVA, LARISA I [] DELETE
NAME
STREET ADDRESS 15 MOUNT VERNON LANE
CITY-ST-ZIP PALM COAST FL 32164

3.1 TITLE [] Change [] Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE OS TISHAK, VLADIMIR E [] DELETE
NAME
STREET ADDRESS 15 MT VERNON LN
CITY-ST-ZIP PALM COAST FL 32164

4.1 TITLE [] Change [] Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE [] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE [] Change [] Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE [] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE [] Change [] Addition
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)(l), 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

04.28.99

CR2E034 (11/98)