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02-26-1999 90071 004 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P97000100885 1. Corporation Name TOTAL DIVERSION, INC.			
Principal Place of Business 2317 N.W. 67TH STREET BOCA RATON FL 33496		Mailing Address 2317 N.W. 67TH STREET BOCA RATON FL 33496	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
21301 Paverline Rd.		305	
BOCA RATON FL		33433	
9. Name and Address of Current Registered Agent GARROWWAY, PHILIP T 2317 N.W. 67TH STREET BOCA RATON FL 33496		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
		Philip T. Garrowway 21301 Paverline Rd. Ste 305 BOCA RATON FL 33433	
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 <i>[Signature]</i> DATE 1/29/99 <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	
D GARROWWAY, PHILIP T 2317 N.W. 67TH STREET BOCA RATON FL 33496		D JASON C. SCHERR 21301 Paverline Rd. Ste 305 BOCA RATON, FL 33433	

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)