

**FILED**  
**Apr 13, 1999 8:00 am**  
**Secretary of State**

05-04-1999 90087 025 \*\*\*\*88.75

04-13-1999 90058 031 \*\*\*\*61.25

|                                                               |                                                                                   |                                                                                                                               |
|---------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT</b><br><b>1999</b>        |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br><b>Secretary of State</b><br><b>DIVISION OF CORPORATIONS</b> |
| <b>DOCUMENT # P98000016649</b>                                |                                                                                   |                                                                                                                               |
| <b>1. Corporation Name</b><br><b>MEDIACENTRIC GROUP, INC.</b> |                                                                                   |                                                                                                                               |

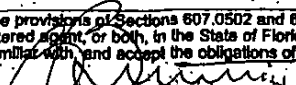
|                                                                                                  |                                                                                      |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| <b>Principal Place of Business</b><br><b>475 CENTRAL AVENUE, M-8</b><br><b>ST. PETERSBURG FL</b> | <b>Mailing Address</b><br><b>475 CENTRAL AVENUE, M-8</b><br><b>ST. PETERSBURG FL</b> |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                           |                                                                     |                                                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| <b>2. Principal Place of Business</b><br><b>2a. Mailing Address</b>                                                                                       |                                                                     | <b>3. Date Incorporated or Qualified</b><br><b>02/19/1998</b>                                     |
| <b>Suite, Apt. #, etc.</b><br><b>City &amp; State</b><br><b>Zip</b>                                                                                       | <b>Suite, Apt. #, etc.</b><br><b>City &amp; State</b><br><b>Zip</b> | <b>4. FEI Number</b><br><b>59-3496855</b>                                                         |
| <b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                    |                                                                     | <b>6. Election Campaign Financing</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> |
| <b>7. This corporation owes the current year Intangible Personal Property Tax.</b> <input type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> |                                                                     |                                                                                                   |

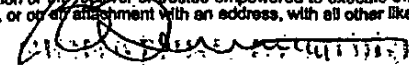
|                                                                                                                                                          |                                                                                                                                                                                                                                                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>8. Name and Address of Current Registered Agent</b><br><b>LINS, D. MICHAEL</b><br><b>14502 N. DALE MABRY HWY., SUITE 300</b><br><b>TAMPA FL 33618</b> | <b>10. Name and Address of New Registered Agent</b><br><b>81 Name</b> <b>BRUCE BENNETT</b><br><b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>475 CENTRAL AVE. SUITE 300</b><br><b>83</b><br><b>84 City</b> <b>ST. PETERSBURG</b> <b>FL</b> <b>85 Zip Code</b> <b>33701</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

11. Pursuant to the provisions of Sections 807.0502 and 807.1508, 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 807.0505, Florida Statutes.

SIGNATURE:  DATE: \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS                                                 |                                                                                            | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                           |  |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--|
| <b>TITLE</b><br><b>NAME</b><br><b>STREET ADDRESS</b><br><b>CITY-ST-ZIP</b> | <b>1.1 TITLE</b><br><b>1.2 NAME</b><br><b>1.3 STREET ADDRESS</b><br><b>1.4 CITY-ST-ZIP</b> | <input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b> |  |
| <b>TITLE</b><br><b>NAME</b><br><b>STREET ADDRESS</b><br><b>CITY-ST-ZIP</b> | <b>2.1 TITLE</b><br><b>2.2 NAME</b><br><b>2.3 STREET ADDRESS</b><br><b>2.4 CITY-ST-ZIP</b> | <input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b> |  |
| <b>TITLE</b><br><b>NAME</b><br><b>STREET ADDRESS</b><br><b>CITY-ST-ZIP</b> | <b>3.1 TITLE</b><br><b>3.2 NAME</b><br><b>3.3 STREET ADDRESS</b><br><b>3.4 CITY-ST-ZIP</b> | <input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b> |  |
| <b>TITLE</b><br><b>NAME</b><br><b>STREET ADDRESS</b><br><b>CITY-ST-ZIP</b> | <b>4.1 TITLE</b><br><b>4.2 NAME</b><br><b>4.3 STREET ADDRESS</b><br><b>4.4 CITY-ST-ZIP</b> | <input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b> |  |
| <b>TITLE</b><br><b>NAME</b><br><b>STREET ADDRESS</b><br><b>CITY-ST-ZIP</b> | <b>5.1 TITLE</b><br><b>5.2 NAME</b><br><b>5.3 STREET ADDRESS</b><br><b>5.4 CITY-ST-ZIP</b> | <input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b> |  |
| <b>TITLE</b><br><b>NAME</b><br><b>STREET ADDRESS</b><br><b>CITY-ST-ZIP</b> | <b>6.1 TITLE</b><br><b>6.2 NAME</b><br><b>6.3 STREET ADDRESS</b><br><b>6.4 CITY-ST-ZIP</b> | <input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b> |  |

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 incorporator or trustee empowered to execute this report as required by Chapter 807, 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:  DATE: APR. 6 99 TIME: 727 821-6565

CR2E034 (11/98)