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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # 998000028861

1. Corporation Name

IMAGEABILITY INC.

Principal Place of Business

Mailing Address

2. Principal Place of Business

21. ~~1845 NW 68 STREET~~

22. ~~#394~~

23. MIAMI, FLORIDA

24. 33016

25. USA

2a. Mailing Address

26. 8004 NW 154 ST.

Suite, Apt. #, etc.

27. #394

City & State

28. MIAMI LAKES, FLORIDA

29. Zip

30. Country

9. Name and Address of Current Registered Agent

FRANKLIN ESPINOSA
14865 SW 44 COURT
MIAMI, FLORIDA 33027

81. Name

82. Jose R. Tobierre

83. Street Address (P.O. Box Number is Not Acceptable)

84. 4550 NW 9 St

85. City

MIAMI

86. State

FL

87. Zip Code

33126

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 607.0502, Florida Statutes.

SIGNATURE

Signature, Title, and Name of registered agent and title of applicable

(NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS

TITLE PRESIDENT

NAME FRANKLIN ESPINOSA

STREET ADDRESS 14865 SW 44 COURT

CITY-ST-ZIP MIAMI, FLORIDA 33027

TITLE VICE PRESIDENT

NAME NATHANIAL HORENSTEIN

STREET ADDRESS 18743 NW 89 AVENUE

CITY-ST-ZIP MIAMI, FLORIDA 33018

TITLE TREASURER

NAME FRANKLIN ESPINOSA

STREET ADDRESS 14865 SW 44 COURT

CITY-ST-ZIP MIAMI, FLORIDA 33027

TITLE SECRETARY

NAME NATHANIAL HORENSTEIN

STREET ADDRESS 18743 NW 89 AVENUE

CITY-ST-ZIP MIAMI, FLORIDA 33018

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change [X] Addition

11. TITLE

12. NAME

13. STREET ADDRESS

14. CITY-ST-ZIP

21. TITLE

22. NAME

23. STREET ADDRESS

24. CITY-ST-ZIP

31. TITLE

32. NAME

33. STREET ADDRESS

34. CITY-ST-ZIP

41. TITLE

42. NAME

43. STREET ADDRESS

44. CITY-ST-ZIP

51. TITLE

52. NAME

53. STREET ADDRESS

54. CITY-ST-ZIP

61. TITLE

62. NAME

63. STREET ADDRESS

64. CITY-ST-ZIP

PRESIDENT

JOSE R. TOBIERRE

4550 NW 9 STREET

MIAMI, FLORIDA 33126

VICE PRESIDENT

JOSE R. TOBIERRE

4550 NW 9 STREET

MIAMI, FLORIDA 33126

TREASURER

JOSE R. TOBIERRE

4550 NW 9 STREET

MIAMI, FLORIDA 33126

SECRETARY

JOSE R. TOBIERRE

4550 NW 9 STREET

MIAMI, FLORIDA 33126

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[] Change [X] Addition

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[] Change [] Addition

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****150.00 ****150.00

[] Change [] Addition

SIGNATURE

OFFICER, DIRECTOR, OR REGISTERED AGENT

Date

Signature

2/3/99 305-863-3760

CR2E034 (11/98)