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Mar 29, 1999 8:00 am
Secretary of State

03-29-1999 90058 043 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # P98000039533

1. Corporation Name
ARTISTS & WRITERS INTERNATIONAL, INC.

Principal Place of Business
 2499 GLADES ROAD
 SUITE 114
 BOCA RATON FL 33431

Mailing Address
 2499 GLADES ROAD
 SUITE 114
 BOCA RATON FL 33431

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/29/1998

4. FEI Number
105-0850174

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 the current year Intangible Personal Property Tax. 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
POPKIN & SHURPIN, P.A.
2499 GLADES ROAD
SUITE 114
BOCA RATON FL 33431

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME **D MAHONEY, DONALD B**
 STREET ADDRESS **6400 PINETREE DRIVE CIRCLE**
 CITY-ST-ZIP **MIAMI BEACH FL 33141**

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

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

2.1 TITLE Change Addition
 2.2 NAME **TD Hollingshead Paul**
 2.3 STREET ADDRESS **245 NE 4th Ave, #102**
 2.4 CITY-ST-ZIP **Delray Beach, FL 33483**

3.1 TITLE Change Addition
 3.2 NAME **VSD Yeakle, Katie**
 3.3 STREET ADDRESS **245 NE 4th Ave #102**
 3.4 CITY-ST-ZIP **Delray Beach, FL 33483**

4.1 TITLE Change Addition
 4.2 NAME **D Popkin, Edward D**
 4.3 STREET ADDRESS **2499 Glades Rd, Suite 114**
 4.4 CITY-ST-ZIP **Boca Raton, FL 33431**

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 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)(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. With all other like empowered.

SIGNATURE: *Katherine Harris* **SIGNATURE REQUIRED** 3-24-99 761-278-5789
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)