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PROFIT CORPORATION ANNUAL REPORT
1999

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

DOCUMENT # **P98000048517**

1. Corporation Name
GEAR SOFTWARER HOLDINGS, INC.

Principal Place of Business	Mailing Address
% WLMC REGISTERED AGENTS, INC. 701 BRICKELL AVE., SUITE 2000 MIAMI FL 33131	% WLMC REGISTERED AGENTS, INC. 701 BRICKELL AVE., SUITE 2000 MIAMI FL 33131

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 06/01/1998

4. FEI Number: APPLIED FOR [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

7. This corporation owes the current year intangible Personal Property Tax [X] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip / Country 24 / 25	Zip / Country 29 / 30

9. Name and Address of Current Registered Agent

WLMC REGISTERED AGENTS, INC.
701 BRICKELL AVENUE
SUITE 2000
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name: HIXSON, MARIN, POWELL & DE SANCTIS, PA
82 Street Address (P.O. Box Number is Not Acceptable): 3300 PGA BLD., SUITE 810
83
84 City: PALM BEACH GARDENS FL 85 Zip Code: 33410

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] PETER V. DESANCTIS, CPA 3/12/99
Signature, typed or printed name of registering agent and title if applicable (NOTE: Registered Agent signature required when mailing) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Pres. Leonard Sokolow 2458 Provence ct. Weston FL 33327	[ ] DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP	[ ] Change [ ] Addition

CR2E034 (11/98)

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: [signature] 3/14/99 305-374-0287
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
Leonard J. Sokolow