

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 98-000078969			
1. Corporation Name FLOWING IMAGES, INC.			
Principal Place of Business 9506 SO. RED ROAD MIAMI, FLA 33156		Mailing Address	
2. Principal Place of Business		2a. Mailing Address	
21 859 N.E. 73rd St.	26 859 N.E. 73rd St.		
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22	27		
City & State		City & State	
23 MIAMI, FLORIDA	28 MIAMI, FLORIDA		
Zip Country		Zip Country	
24 33138	25 U.S.A.	29 33138	30 U.S.A.
9. Name and Address of Current Registered Agent			
DOUGLAS W. OESTERLE 9506 SO. RED ROAD MIAMI, FLORIDA 33156			
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		DATE	
William A. Malnick, Esq.		2/8/99	
Signature, typed or printed name of registered agent and title if applicable		(NOTE: Registered Agent signature required when reappointing)	
12. OFFICERS AND DIRECTORS			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
11 TITLE		11 TITLE	
12 NAME		12 NAME	
13 STREET ADDRESS		13 STREET ADDRESS	
14 CITY-ST-ZIP		14 CITY-ST-ZIP	
21 TITLE		21 TITLE	
22 NAME		22 NAME	
23 STREET ADDRESS		23 STREET ADDRESS	
24 CITY-ST-ZIP		24 CITY-ST-ZIP	
31 TITLE		31 TITLE	
32 NAME		32 NAME	
33 STREET ADDRESS		33 STREET ADDRESS	
34 CITY-ST-ZIP		34 CITY-ST-ZIP	
41 TITLE		41 TITLE	
42 NAME		42 NAME	
43 STREET ADDRESS		43 STREET ADDRESS	
44 CITY-ST-ZIP		44 CITY-ST-ZIP	
51 TITLE		51 TITLE	
52 NAME		52 NAME	
53 STREET ADDRESS		53 STREET ADDRESS	
54 CITY-ST-ZIP		54 CITY-ST-ZIP	
61 TITLE		61 TITLE	
62 NAME		62 NAME	
63 STREET ADDRESS		63 STREET ADDRESS	
64 CITY-ST-ZIP		64 CITY-ST-ZIP	

FILED

99 FEB 11 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified	SEPTMBER 14, 1998	Applied For	
4. FEI Number	65-0863331	Not Applicable	
5. Certificate of Status Desired	X	\$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	X Yes [] No		
10. Name and Address of New Registered Agent			
81 Name	WILLIAM A. MALNICK, ESQ.		
82 Street Address (P.O. Box Number is Not Acceptable)	100 S.E. 2nd St., Ste. 2700		
83	NATIONS BANK TOWER		
84 City	MIAMI	FL	85 Zip Code 33131-2146

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JOSEPH SARGENTE, PRESIDENT 2/9/99 305-682-8066

CR2E034 (1/1/98)