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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90222 029 ***150.00

UDS6348

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P98000089686

1. Corporation Name
ACTION ENGLISH, INC.



Principal Place of Business
**2455 S. CLAYTON ST.
 DENVER CO 80210**

Mailing Address
**2455 S. CLAYTON ST.
 DENVER CO 80210**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/20/1998

4. FEI Number
59-3541023

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing **\$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 Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

30

9. Name and Address of Current Registered Agent

**MOSCHEL, ROBERT D JR.
 630 E. VINE ST.
 KISSIMMEE FL 34744**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DELETE

NAME **PD SPOCK, RICHARD J**

STREET ADDRESS **AV. ATLANTICA 1910, RIO DE JANEIRO, BRAZIL**

CITY-ST-ZIP

TITLE DELETE

NAME **STD BEMSKI, PETER C**

STREET ADDRESS **2455 S. CLAYTON ST.**

CITY-ST-ZIP **DENVER CO 80210**

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

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

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:

SIGNATURE REQUIRED
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Peter Bemski 4/20/99

407 230 8145
 Daytime Phone #

CR2E034 (11/98)