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

0074611

PROFIT CORPORATION ANNUAL REPORT

1999

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

DOCUMENT # **P98000093229**

1. Corporation Name
DIGITAL IMAGING INFRARED, INC.

Principal Place of Business	Mailing Address
500 N. MAITLAND AVE., STE 308 MAITLAND FL 32751	500 N. MAITLAND AVE., STE 308 MAITLAND FL 32751

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **11/02/1998**

4. FEI Number: 59-3540550 [ ] 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

8. This corporation owes the current year Intangible Personal Property Tax [X] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 174 Semoran Commerce PL	26 174 Semoran Commerce PL
Suite, Apt. #, etc. 22 111	Suite, Apt. #, etc. 27 111
City & State 23 Apopka, FL	City & State 28 Apopka, FL
Zip / Country 24 32703 25 Orange	Zip / Country 29 32703 30 Orange

9. Name and Address of Current Registered Agent

WEINSTEIN, ALAN S
500 N. MAITLAND AVE., STE 308
MAITLAND FL 32751

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: Required) DATE
Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	D	[ ] DELETE	11 TITLE
NAME	WEINSTEIN, ALAN S		12 NAME
STREET ADDRESS	500 N. MAITLAND AVE., STE 308		13 STREET ADDRESS
CITY-ST-ZIP	MAITLAND FL 32751		14 CITY-ST-ZIP
TITLE		[ ] DELETE	21 TITLE
NAME			22 NAME
STREET ADDRESS			23 STREET ADDRESS
CITY-ST-ZIP			24 CITY-ST-ZIP
TITLE		[ ] DELETE	31 TITLE
NAME			32 NAME
STREET ADDRESS			33 STREET ADDRESS
CITY-ST-ZIP			34 CITY-ST-ZIP
TITLE		[ ] DELETE	41 TITLE
NAME			42 NAME
STREET ADDRESS			43 STREET ADDRESS
CITY-ST-ZIP			44 CITY-ST-ZIP
TITLE		[ ] DELETE	51 TITLE
NAME			52 NAME
STREET ADDRESS			53 STREET ADDRESS
CITY-ST-ZIP			54 CITY-ST-ZIP
TITLE		[ ] DELETE	61 TITLE
NAME			62 NAME
STREET ADDRESS			63 STREET ADDRESS
CITY-ST-ZIP			64 CITY-ST-ZIP

T [ ] Change [X] Addition
100002706761--0
-03/05/99--01120--006
****150.00 ****150.00

P,D [ ] Change [X] Addition
VAN ANDA, JAMES B.
2403 Sweetwater CC PL Dr.
Apopka, FL 32712

VP,D [ ] Change [X] Addition
ELLIS, SETH D.
34041 Parkview Avenue
Eustis, FL 32726

[ ] Change [ ] Addition

[ ] Change [ ] Addition

[ ] Change [ ] Addition

[ ] Change [ ] Addition

CR2E034 (1/98)

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: James B. Van Anda 2/19/99 407-884-0202
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Telephone Number