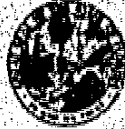


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 9, 1996.
AMOUNT DUE ON OR BEFORE 8/9/96: \$275 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$275)

PROFIT
CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 23 PM 12:29

DOCUMENT # V17807

(1)

1. Corporation Name

XYLEPHLOEM, INC.

Principal Place of Business

14372 HORSESHORE TRACE
W. PALM BCH. FL 33414
US

Mailing Address

P. O. BOX 676
LOXAHATCHEE FL 33470
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/02/1992

3a. Date of Last Report

08/01/1994

4. FEI Number

65-0314755

Applied For

Not Applicable

5. Certificate of Status Desired



\$8.75 Additional
Fee Required

6. Election Campaign Financing



\$5.00 May Be
Added to Fees

7. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes



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

FLORIDA REGISTERED AGENTS INC
100 SE 2ND ST
SUITE 3800
MIAMI FL 33131

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

NAME

STREET ADDRESS

CITY - ST - ZIP

D

STOPEK, HARRIET

3771 ENVIRON BLVD #147

MIAMI FL

D

STOPEK, ALAN

P. O. BOX 676 N/A

LOXAHATCHEE FL

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY - ST - ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY - ST - ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY - ST - ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY - ST - ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY - ST - ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY - ST - ZIP

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(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.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ALAN STOPEK

8-2-95

407-793-7303