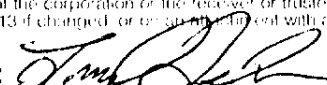


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Jun 01 1998 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1998                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     |  FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| DOCUMENT # V30742                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                     |                                                                                                                                                                                      |                     |
| 1. Corporation Name<br>HOLOPHASE, INC<br>6191 ORANGE DR, Ste 6163-G<br>DAVIE FL 33314                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     |                                                                                                                                                                                      |                     |
| Principal Place of Business<br>6191 ORANGE DR<br>Suite 6163-G<br>DAVIE FL 33314                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                     | Mailing Address<br>Same                                                                                                                                                              |                     |
| DO NOT WRITE IN THIS SPACE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     |                                                                                                                                                                                      |                     |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 2b. Mailing Address                                                                                                                                                                  |                     |
| 21                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Suite, Apt. #, etc. | 26                                                                                                                                                                                   | Suite, Apt. #, etc. |
| 22                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | City & State        | 27                                                                                                                                                                                   | City & State        |
| 23                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Zip                 | 28                                                                                                                                                                                   | Zip                 |
| 24                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Country             | 29                                                                                                                                                                                   | Country             |
| 9. Name and Address of Current Registered Agent<br>FRED LEHMAN<br>6191 ORANGE DR, Ste 6163-G<br>DAVIE FL 33314                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 10. Name and Address of New Registered Agent                                                                                                                                         |                     |
| 81 Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                     | 82 Street Address (P.O. Box Number is Not Acceptable)                                                                                                                                |                     |
| 83                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                     | 84 City                                                                                                                                                                              |                     |
| 85 Zip Code                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                     | FL                                                                                                                                                                                   |                     |
| 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 _____ (Name of person to be registered as agent or registered agent) (Name of Registered Agent Signature required when registering) DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                     |                                                                                                                                                                                      |                     |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                |                     |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | PD                  | 1.1 TITLE                                                                                                                                                                            |                     |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | FRED LEHMAN         | 1.2 NAME                                                                                                                                                                             |                     |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 6191 ORANGE DR      | 1.3 STREET ADDRESS                                                                                                                                                                   |                     |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | DAVIE FL 33314      | 1.4 CITY - ST - ZIP                                                                                                                                                                  |                     |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     | 2.1 TITLE                                                                                                                                                                            |                     |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                     | 2.2 NAME                                                                                                                                                                             |                     |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 2.3 STREET ADDRESS                                                                                                                                                                   |                     |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                     | 2.4 CITY - ST - ZIP                                                                                                                                                                  |                     |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     | 3.1 TITLE                                                                                                                                                                            |                     |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                     | 3.2 NAME                                                                                                                                                                             |                     |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 3.3 STREET ADDRESS                                                                                                                                                                   |                     |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                     | 3.4 CITY - ST - ZIP                                                                                                                                                                  |                     |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     | 4.1 TITLE                                                                                                                                                                            |                     |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                     | 4.2 NAME                                                                                                                                                                             |                     |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 4.3 STREET ADDRESS                                                                                                                                                                   |                     |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                     | 4.4 CITY - ST - ZIP                                                                                                                                                                  |                     |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     | 5.1 TITLE                                                                                                                                                                            |                     |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                     | 5.2 NAME                                                                                                                                                                             |                     |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 5.3 STREET ADDRESS                                                                                                                                                                   |                     |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                     | 5.4 CITY - ST - ZIP                                                                                                                                                                  |                     |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     | 6.1 TITLE                                                                                                                                                                            |                     |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                     | 6.2 NAME                                                                                                                                                                             |                     |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                     | 6.3 STREET ADDRESS                                                                                                                                                                   |                     |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                     | 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 amendment with an address. |                     | 500002543665<br>-06/02/98--01021--036<br>***150.00                                                                                                                                   |                     |
| SIGNATURE:  President                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                     | 5/5/98 954 584 0010                                                                                                                                                                  |                     |

CR2E034 (10/97)