

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

FILED  
Mar 23 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **V39995** (8)  
1. Corporation Name  
**MERLIN DISTRIBUTION, INC.**

Principal Place of Business <b>4100 E. MISSISSIPPI AVE SUITE 300 DENVER CO 80222 US</b>	Mailing Address <b>P.O. BOX 41750 ST. PETERSBURG FL 33743-1750</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>05/29/1992</b>	
21		26		4. FEI Number <b>84-1271352</b>	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24		25			
29		30			

9. Name and Address of Current Registered Agent

**VERONA, JAY B P.A.  
5959 CENTRAL AVENUE  
SUITE 201  
ST. PETERSBURG FL 33710**

10. Name and Address of New Registered Agent

81	Name	<b>VERONA + FREEMAN, P.A.</b>	
82	Street Address (P.O. Box Number is Not Acceptable)	<b>7235 FIRST AVE. SO.</b>	
83			
84	City	<b>ST. PETERSBURG</b>	85 Zip Code <b>FL 33707</b>

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input type="checkbox"/> DELETE		1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GREEN, BENJAMIN I.			1.2 NAME	GREEN, BENJAMIN I.		
STREET ADDRESS	4865 DAKOTA BLVD			1.3 STREET ADDRESS	4865 DAKOTA BLVD		
CITY-ST-ZIP	BOULDER CO			1.4 CITY-ST-ZIP	BOULDER CO 80304-4322		
TITLE	ST	<input type="checkbox"/> DELETE		2.1 TITLE	ST	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	OLESH, GERALD			2.2 NAME	OLESH, GERALD		
STREET ADDRESS	480 S MARION PKWY #1204			2.3 STREET ADDRESS	480 S MARION PKWY #1204		
CITY-ST-ZIP	DENVER CO			2.4 CITY-ST-ZIP	DENVER CO 80209-2591		
TITLE	D	<input type="checkbox"/> DELETE		3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	GREEN, BEATRICE			3.2 NAME	GREEN, BEATRICE		
STREET ADDRESS	4865 DAKOTA BLVD.			3.3 STREET ADDRESS	4865 DAKOTA BLVD		
CITY-ST-ZIP	BOULDER CO			3.4 CITY-ST-ZIP	BOULDER CO 80304-4322	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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 attachment with an address.

SIGNATURE:

*[Signature]* 3/13/98 303-449-6110

CR2E034 (10/97)