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

PROFIT CORPORATION ANNUAL REPORT **1999**

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

FILED
99 MAR 25 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # V59324

1. Corporation Name

Reality Channels, Inc.

Principal Place of Business
408 N.E. 7th Place
Fort Lauderdale, FL 33301

Mailing Address
408 N.E. 7th Place
Fort Lauderdale, FL 33301

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/21/92
4. FEI Number: 65-0357254 [ ] 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 [ ] Yes [X] 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

Frank Shea
408 N.E. 7th Avenue
Fort Lauderdale, Florida 33301

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 ___ DATE ___

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	[ ] DELETE	11 TITLE	[ ] Change [ ] Addition
NAME	Frank Shea		12 NAME	
STREET ADDRESS	408 N.E. 7th Place		13 STREET ADDRESS	
CITY-ST-ZIP	Fort Lauderdale,FL 33301		14 CITY-ST-ZIP	
TITLE		[ ] DELETE	21 TITLE	[ ] Change [ ] Addition
NAME			22 NAME	
STREET ADDRESS			23 STREET ADDRESS	
CITY-ST-ZIP			24 CITY-ST-ZIP	
TITLE		[ ] DELETE	31 TITLE	[ ] Change [ ] Addition
NAME			32 NAME	
STREET ADDRESS			33 STREET ADDRESS	
CITY-ST-ZIP			34 CITY-ST-ZIP	
TITLE		[ ] DELETE	41 TITLE	[ ] Change [ ] Addition
NAME			42 NAME	
STREET ADDRESS			43 STREET ADDRESS	
CITY-ST-ZIP			44 CITY-ST-ZIP	
TITLE		[ ] DELETE	51 TITLE	[ ] Change [ ] Addition
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY-ST-ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Addition
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

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****150.00 ****150.00

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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: Frank Shea, Frank Shea 1/27/99 (954) 525-1653

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR