

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Aug 13 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F97000002433 (7)

1. Corporation Name
 SPACE IMAGING, INC.



Principal Place of Business: 9351 GRANT STREET, SUITE 500, THORNTON CO 80229-4360
 Mailing Address: 9351 GRANT STREET, SUITE 500, THORNTON CO 80229-4360

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/07/1997

4. FEI Number: 77-0382989

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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business: 21 12076 GRANT ST. Suite, Apt. #, etc. 22 THORNTON, CO Zip 80241 Country 25

2a. Mailing Address: 26 12076 GRANT ST. Suite, Apt. #, etc. 27 THORNTON, CO Zip 80241 Country 29 30

9. Name and Address of Current Registered Agent
 C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

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: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	COPPLE, JOHN R	
STREET ADDRESS	9351 GRANT STREET, STE 500	
CITY-ST-ZIP	THORNTON CO	
TITLE	P	<input type="checkbox"/> DELETE
NAME	HARRIS, JEFFREY K	
STREET ADDRESS	9351 GRANT STREET, STE 500	
CITY-ST-ZIP	THORNTON CO	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	DONALDSON JR, JOHN E	
STREET ADDRESS	9351 GRANT STREET, STE 500	
CITY-ST-ZIP	THORNTON CO	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LANGER, RICHARD E	
STREET ADDRESS	9351 GRANT STREET, STE 500	
CITY-ST-ZIP	THORNTON CO	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BRASHEARS, MELVIN	
STREET ADDRESS	6801 ROCKLEDGE DRIVE	
CITY-ST-ZIP	BETHESDA MD	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DUKE, PHILLIP	
STREET ADDRESS	6801 ROCKLEDGE DRIVE	
CITY-ST-ZIP	BETHESDA MD	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	12076 GRANT STREET
1.4 CITY-ST-ZIP	THORNTON, CO 80241
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	12076 GRANT STREET
2.4 CITY-ST-ZIP	THORNTON, CO 80241
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	12076 GRANT STREET
3.4 CITY-ST-ZIP	THORNTON, CO 80241
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	12076 GRANT STREET
4.4 CITY-ST-ZIP	THORNTON, CO 80241
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 _____ 7/30/98 3081254-2003

CR2E034 (5/98)