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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F97000006064 JOK

1. Corporation Name

PREPAID PLUS, Inc.

Principal Place of Business

Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

Nov. 17, 1997

2. Principal Place of Business

2a. Mailing Address

21 13581 POND SPRINGS ROAD

26 13581 POND SPRINGS ROAD

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 SUITE 105

27 SUITE 105

23 City & State AUSTIN, TX 78729

28 City & State AUSTIN, TEXAS

24 Zip 78729 25 Country USA

29 Zip 78729 30 Country USA

4. FEI Number

74-2858728

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

8. This corporation owes the current year Intangible Personal Property Tax.

Yes

No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE, FL 32301

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE: PRESIDENT / CHAIRMAN / DIRECTOR DELETE
 NAME: RITA FUNDENBURK
 STREET ADDRESS: 13581 POND SPRINGS RD, STE 105
 CITY-ST-ZIP: AUSTIN, TX 78729

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE: VICE-PRESIDENT / SECRETARY / TREASURER DELETE
 NAME: GEORGE MAJEWSKI
 STREET ADDRESS: 13581 POND SPRINGS RD, STE 105
 CITY-ST-ZIP: AUSTIN, TX 78729

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE: PRESIDENT DELETE
 NAME: ROBERTA CHAPPELL
 STREET ADDRESS: 13581 POND SPRINGS ROAD, STE 105
 CITY-ST-ZIP: AUSTIN, TX 78729

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:

6.1 TITLE Change 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

GEORGE MAJEWSKI

3/8/99

Date

512-335-0065

Daytime Phone #

CR2E034 (11/98)