

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

FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000083257 (3)
 1. Corporation Name
PENDA INTERNATIONAL HOLDING CORPORATION

Principal Place of Business C/O TRIVEST. INC. 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401	Mailing Address C/O TRIVEST. INC. 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 11/15/1994	4. FEI Number 39-1804632	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

g. Name and Address of Current Registered Agent

KLEIN, PETER W
2665 S BAYSHORE DR
SUITE 800
MIAMI FL 33133-5401

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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	DP	<input checked="" type="checkbox"/> DELETE
NAME	BROCKWAY, PETER C	
STREET ADDRESS	2665 S BAYSHORE DR SUITE 800	
CITY-ST-ZIP	MIAMI FL	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	MYDLOWSKI, GERARD	
STREET ADDRESS	2344 W WISCONSIN ST	
CITY-ST-ZIP	PORTAGE WI	
TITLE	DT	<input checked="" type="checkbox"/> DELETE
NAME	BLUME, MARK T.	
STREET ADDRESS	2344 W WISCONSIN ST	
CITY-ST-ZIP	PORTAGE WI	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	KUFFNER MARILYN D	
STREET ADDRESS	2665 SOUTH BAYSHORE DRIVE	
CITY-ST-ZIP	MIAMI FL 33133	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KLEIN, PETER W	
STREET ADDRESS	2665 SOUTH BAYSHORE DRIVE	
CITY-ST-ZIP	MIAMI FL 33133	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Jack L. Thompson	
1.3 STREET ADDRESS	2344 W. Wisconsin Street	
1.4 CITY-ST-ZIP	Portage, WI 53901	
2.1 TITLE	T/CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Leo E. Waner	
2.3 STREET ADDRESS	2344 W. Wisconsin Street	
2.4 CITY-ST-ZIP	Portage, WI 53901	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
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 affirmation with an address

SIGNATURE: *Marilyn D. Kuffner*, Marilyn D. Kuffner, Asst. Sec. *(305) 858-220*

CR2E034 (10/97)

Directors, Officers Report

Penda International Holding Corporation

March 02, 1998

DIRECTORS

Jack L. Thompson **Director** **Last Elected: July 07, 1997**
Primary Address: 2344 W. Wisconsin Street
P.O. Box 449
Portage, WI 53901-0449

Leo E. Waner **Director** **Last Elected: July 07, 1997**
Primary Address: Penda Corporation
2344 W Wisconsin Street
PO Box 449
Portage, WI 53901-0449

OFFICERS

Jack L. Thompson **Chief Executive Officer/President** **Last Elected: July 07, 1997**
Primary Address: 2344 W. Wisconsin Street
P.O. Box 449
Portage, WI 53901-0449

Peter W. Klein **Secretary** **Last Elected: July 07, 1997**
Primary Address: 2665 S. Bayshore Drive
Suite 800
Miami, FL 33133

Marilyn D. Kuffner **Assistant Secretary** **Last Elected: July 07, 1997**
Primary Address: 2665 S. Bayshore Drive
Suite 800
Miami, FL 33133

Leo E. Waner **Treasurer/Chief Financial Officer** **Last Elected: July 07, 1997**
Primary Address: Penda Corporation
2344 W Wisconsin Street
PO Box 449
Portage, WI 53901-0449