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Jun 19, 1999 8:00 am
Secretary of State

06-19-1999 90001 001 ***158.75

PROXJ CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # PQ1000013761
 1. Corporation Name
PROXJO COMMUNICATIONS INTERNATIONAL, INC.

Principal Place of Business Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 25 Aug 97

2. Principal Place of Business 2a. Mailing Address
 21 7305 San Dario 26 Same

4. FEI Number 74-2908420 Applied For
 Not Applicable

22 G 365 27 Suite, Apt. #, etc.
 City & State

5. Certificate of Status Desired \$8.75 Additional
 Fee Required

23 LAREDO TX 28 City & State

6. Election Campaign Financing, Trust Fund Contribution \$5.00 May Be
 Added to Fees

24 78045 25 USA 29 Zip 30 Country

8. This corporation owes or has paid the current year intangible
 Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent
 81 Name GRANT CHOWLES
 82 Street Address (P.O. Box Number is Not Acceptable)
3161 SW 14th COURT # 102
 83
 84 City Pampano Beach FL 85 Zip Code 33069

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 _____
Signature types or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when renewing)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|---|
| TITLE | <u>M</u> <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | <u>GRANT CHOWLES</u> | 1.2 NAME | |
| STREET ADDRESS | <u>7305 San Dario #G365</u> | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | <u>LAREDO TX 78045</u> | 1.4 CITY-ST-ZIP | |
| TITLE | <u>D/T</u> <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | <u>Thom Davis</u> | 2.2 NAME | |
| STREET ADDRESS | <u>7305 San Dario #G365</u> | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | <u>LAREDO TX 78045</u> | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| 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)(r), 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 no address.

SIGNATURE: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2EG34 (10/97)