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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 # 283071

1. Corporation Name
DOWNTOWN PROPERTIES INC

Principal Place of Business

4116 SE JIB LANE
STUART FL 34997-6124

Mailing Address

4116 SE JIB LANE
STUART FL 34997-6124

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/09/1964

4. FEI Number

59-1101371

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

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip

25 Country

29 Zip

30 Country

9. Name and Address of Current Registered Agent

WAUGH, J L, JR
4116 S.E. JIB LN.
STUART FL 34997-6124

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

[Signature]

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

3/21/99

DATE

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. TITLE 80 DELETE

NAME WAUGH, J.L., JR.
STREET ADDRESS 4116 S.E. JIB LN.
CITY-ST-ZIP STUART FL

TITLE PD DELETE

NAME SPERBER, MORRIS W.
STREET ADDRESS 327 CLEMATIS ST.
CITY-ST-ZIP W. PALM BCH. FL

TITLE VOT DELETE

NAME SIEMON, M.W.
STREET ADDRESS 4860 MELALEUCA LANE
CITY-ST-ZIP LAKE WORTH FL 33460

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

13. 1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 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]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/21/99

DATE

5612208379

Daytime Phone #

CR2E034 (1/98)