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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 # 440279

1. Corporation Name
CARPCO, INC.
TollFab, Inc.

Principal Place of Business Mailing Address
 4120 HAINES ST., 4120 HAINES ST.,
 JACKSONVILLE FL 32206 JACKSONVILLE FL 32206



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 26
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 27
 City & State City & State
 23 28
 Zip Country Zip Country
 24 25 29 30

3. Date Incorporated or Qualified
 11/26/1973
 4. FEI Number Applied For
 59-1495296 Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing \$5.00 May Be Added to Fees
 Trust Fund Contribution
 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
 KNOLL, F.S.
 4120 HAINE STREET
 JACKSONVILLE FL 32206

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, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
 TITLE PD DELETE
 NAME KNOLL, FRANK S.
 STREET ADDRESS 4120 HAINES ST.
 CITY-ST-ZIP JACKSONVILLE FL
 TITLE VD DELETE
 NAME GRANT, CLAYTON J.
 STREET ADDRESS 4120 HAINES ST.
 CITY-ST-ZIP JACKSONVILLE FL
 TITLE D DELETE
 NAME HOPF, WILLIAM
 STREET ADDRESS 4120 HAINES ST.
 CITY-ST-ZIP JACKSONVILLE FL
 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. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 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 REQUIRED** Date: **March 9/99** Daytime Phone #: **904-634-0550**

CR2E034 (11/98)