

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

FILED

**Feb 02 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 # 524246 (6)
1. Corporation Name
BRAEBURN, INC.



Principal Place of Business 1440 SOUTH OCEAN BLVD. 14A POMPANO BEACH FL 33062 US	Mailing Address 1 HAMILTON ST. S. POST OFFICE BOX 1120 WATERDOWN, ONT. CAN. L0R 2H0
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	3. Date Incorporated or Qualified 01/21/1977
21	26	4. FEI Number 65-0566207 NOT APPLICABLE	Applied For <input type="checkbox"/> Not Applicable
22 Suite, Apt. #, etc		27 Suite, Apt. #, etc.	
23 City & State		28 City & State	
24 Zip	25 Country	29 Zip	30 Country
5. Certificate of Status Desired <input checked="" 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 does or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
FRALEIGH, WILLIAM P. 1440 S. OCEAN BLVD. 14A POMPANO BEACH FL 33062				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code
				FL	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRALEIGH, WILLIAM P.	1.2 NAME	
STREET ADDRESS	265 MILL ST. S.	1.3 STREET ADDRESS	
CITY-ST-ZIP	WATERDOWN, ONT, CANADA L0R-2H0	1.4 CITY-ST-ZIP	
TITLE	ST <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEMAINS, HELEN	2.2 NAME	
STREET ADDRESS	943 GLEN ACRES CT	2.3 STREET ADDRESS	
CITY-ST-ZIP	BURLINGTON, ONT, CANADA L7T-3E1	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRALEIGH, DOREEN	3.2 NAME	
STREET ADDRESS	265 MILL ST. S.	3.3 STREET ADDRESS	
CITY-ST-ZIP	WATERDOWN, ONT, CANADA L0R-2M0	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRALEIGH, GREGORY	4.2 NAME	
STREET ADDRESS	1878 CENTRE RD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	CARLISLE, ONT, CANADA L0R-1H0	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)(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.

SIGNATURE:

WILLIAM P. FRALEIGH

Jan 13 1998 905-689-7341

CR2E034 (10/97)