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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000003509

1. Corporation Name
G&W AERIAL PHOTOGRAPHY INC.

Principal Place of Business: 1925 N. FLAGLER DR. WEST PALM BEACH FL 33407
Mailing Address: 1925 N. FLAGLER DR. WEST PALM BEACH FL 33407



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 07/07/1997
4. FEI Number: 65-0756384
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$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 (21-24) and Mailing Address (2a-24) details including Suite, Apt. #, etc., City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, PLANTATION FL 33324

10. Name and Address of New Registered Agent (81-85) details including Name, Street Address, City, and Zip Code (FL 85).

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: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS table with columns for Title, Name, Street Address, City-ST-ZIP, and a DELETED checkbox. Includes PSD MATTHEWS, WILLIAM M and SDC MATTHEWS, GEORGE G.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 table with columns for Title, Name, Street Address, City-ST-ZIP, and checkboxes for Change and Addition.

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: _____ Date: _____ Daytime Phone #: _____

CR2E034 (1/98)