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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
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DOCUMENT # H86293
 1. Corporation Name
BILL BROWN TRAVEL CORP.

Principal Place of Business 111 SECOND AVENUE, NE . SUITE #213 ST. PETERSBURG FL 33701	Mailing Address 111 SECOND AVENUE, NE . SUITE #213 ST. PETERSBURG FL 33701
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3. Date Incorporated or Qualified
11/18/1985

2. Principal Place of Business 21 424 Central AVE Suite, Apt. #, etc. 22 Suite 1100 City & State 23 St. Petersburg, FL. Zip 24 33701	2a. Mailing Address 26 SAME Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30	4. FEI Number 59-2614151	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
		9. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
FARLEY, GLENN E
111 SECOND AVE NE
SUITE #213
ST PETE FL 33701

10. Name and Address of New Registered Agent
 81 Name **Nicholas V. Del Corso**
 82 Street Address (P.O. Box Number is Not Acceptable)
424 Central AVE Suite 1100
 83
 84 City **St. Petersburg** FL 85 Zip Code **33701**

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 *Nicholas V. Del Corso* DATE _____
Signature, typed or printed name of registered agent and date if applicable. (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		DELETED
TITLE	PO	<input checked="" type="checkbox"/>
NAME	FARLEY, GLENN E	
STREET ADDRESS	111 SECOND AVE NE #213	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		CHANGE	ADDITION
1.1 TITLE	PO	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
1.2 NAME	Nicholas V. Del Corso		
1.3 STREET ADDRESS	3 Bellvue Dr.		
1.4 CITY-ST-ZIP	Tarasque Island, FL 33706		
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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)(l), 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 in an attachment with an address, with all other like empowered.

SIGNATURE: *Nicholas V. Del Corso* DATE 1/6/99 DAYTIME PHONE # 727-895-8151
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)