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03-02-1999 90059 019 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # L16775

1. Corporation Name
BENT TREE PROPERTIES, INC.



Principal Place of Business: % RONALD J. NEMEYER, 2234 RIVER RD, JACKSONVILLE FL 32207
 Mailing Address: % RONALD J. NEMEYER, 2234 RIVER RD, JACKSONVILLE FL 32207

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified: 09/14/1989
 4. FEI Number: 59-3000205 Applied For: Not Applicable
 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

9. Name and Address of Current Registered Agent
LORI T NEMEYER
2234 RIVER ROAD
JACKSONVILLE FL 32207

10. Name and Address of New Registered Agent
 81 Name: 82 Street Address (P.O. Box Number is Not Acceptable): 83 City: 84 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: _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	DP
NAME	NEMEYER, LORI T	1.2 NAME	Lori N. Boyer
STREET ADDRESS	2234 RIVER ROAD	1.3 STREET ADDRESS	2234 River Road
CITY-ST-ZIP	JACKSONVILLE FL	1.4 CITY-ST-ZIP	Jacksonville, Florida 32207
TITLE	AS	2.1 TITLE	
NAME	GAYE ELISON	2.2 NAME	
STREET ADDRESS	12550 PERCY LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL	2.4 CITY-ST-ZIP	
TITLE	AT	3.1 TITLE	
NAME	TERRELL A NEMEYER	3.2 NAME	
STREET ADDRESS	22 THIRD AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	BRANDFORD CT	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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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: Lori N. Boyer January 21, 1999 (904)398-0112
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)