

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

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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90137 029 ***150.00



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

PROFIT CORPORATION
 ANNUAL REPORT
1999

DOCUMENT # M22254

1. Corporation Name
SUNPETALS, INC.

Principal Place of Business
 2011 NW 70 AVE
 MIAMI FL 33122-1811
 US

Mailing Address
 2200 N.W. 70 AVENUE
 MIAMI FL 33122-1811
 US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/22/1985

4. FEI Number
59-2633003 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

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

9. Name and Address of Current Registered Agent
FREEMAN, STEPHEN A.
520 BRICKELL KEY DR.
STE 305
MIAMI FL 33131

10. Name and Address of New Registered Agent
 81 Name
Corporation Service Company
 82 Street Address (P.O. Box Number is Not Acceptable)
1201 Hays Street
 83
 84 City
Tallahassee 85 Zip Code
FL 32301

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 (See Attached) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		DELETED
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SAN MIGUEL, SERGIO	
STREET ADDRESS	2200 NW 70 AVE	
CITY-ST-ZIP	MIAMI FL	
TITLE	P	<input type="checkbox"/> DELETE
NAME	VALDES, GENO	
STREET ADDRESS	2200 NW 70 AVE	
CITY-ST-ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		CHANGED	ADDED
1.1 TITLE		<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP	(zip) 33122		
2.1 TITLE	P/D	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP	(zip) 33122		
3.1 TITLE	D/V	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
3.2 NAME	Macia, Evelyn		
3.3 STREET ADDRESS	2200 NW 70th Avenue		
3.4 CITY-ST-ZIP	Miami, FL 33122		
4.1 TITLE	D/S	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
4.2 NAME	Tibbitts, J. Brett		
4.3 STREET ADDRESS	31365 Oak Crest Drive		
4.4 CITY-ST-ZIP	Westlake Village, CA 91361		
5.1 TITLE	T	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
5.2 NAME	Potillo, Beth		
5.3 STREET ADDRESS	31365 Oak Crest Drive		
5.4 CITY-ST-ZIP	Westlake Village, CA 91361		
6.1 TITLE	AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
6.2 NAME	Nicols, Janice M.		
6.3 STREET ADDRESS	31365 Oak Crest Drive		
6.4 CITY-ST-ZIP	Westlake Village, CA 91361		

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: **Janice M. Nicols** SIGNATURE REQUIRED *Nicols* 4/8/99 DATE 818-879-6600 DAYTIME PHONE #

CR2E034 (11/98)

M 22254
40121890137
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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is:

Sunpetals, Inc.

2. The mailing address of the corporation is: 31365 Oak Crest Drive A2-4

Westlake Village, CA 91361

3. Date of incorporation/qualification: October 22, 1985 Document number: M22254

4. The name and address of the current registered agent and office:

Stephen A Freeman

s305, 520 Brickell Key Drive

Miami, FL 33131

FILED
99 JAN 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David W. Perrigo
(Signature of an officer, chairman or vice chairman of the board)

January 11, 1999
(Date)

David W. Perrigo, Assistant Treasurer

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

Karen E. Wehner
(Signature of Registered Agent)

1-18-99
(Date)

If signing on behalf of an entity:

Karen E. Wehner

Assistant Vice President

(Typed or Printed Name)

(Capacity)