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03-02-1999 90144 003 ****61.25

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N94000002247

1. Corporation Name
PROJECT DEBBY, INC.

Principal Place of Business 102 HALF MOON CIRCLE UNIT H-2 HYPOLUXO FL 33462	Mailing Address 102 HALF MOON CIRCLE UNIT H-2 HYPOLUXO FL 33462
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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	3. Date Incorporated or Qualified 05/05/1994	4. FEI Number 65-0487607	Applied For Not Applicable
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent		

9. Name and Address of Current Registered Agent

NUTT, JAMES E
8342 OLD FOREST ROAD
PALM BEACH GARDENS FL 33440

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, 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 NAME STREET ADDRESS CITY-ST-ZIP	PD BERMAN, NAOMI S 102 HALF MOON CIRCLE HYPOLUXO FL 33462	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BERMAN, RUTH P.O. BOX 3224 NA LANTANA FL 33465	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D POTASH, MARK 7022 TAMARAC MELEWON WI	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <i>Potash, Mark 11456 W. Solar Ave. Mequon, Wisc. 53097</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> 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 617, 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: Naomi Berman **SIGNATURE REQUIRED** Naomi Berman 1/16/99 2400400
Signature and Typed or Printed Name of Signing Officer or Director Date Daytime Phone #

CR2E037 (11/98)