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FILED
Jan 23, 1999 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1999



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

01-23-1999 90053 035 ***150.00

DOCUMENT # P39100

1. Corporation Name
KERLIM INCORPORATED



DO NOT WRITE IN THIS SPACE

Principal Place of Business: C/O WILLIAM ATTERBURY, 321 ROYAL POINCIANA PLAZA, PALM BEACH FL 33480
Mailing Address: C/O WILLIAM ATTERBURY, 321 ROYAL POINCIANA PLAZA, PALM BEACH FL 33480

3. Date Incorporated or Qualified: 06/03/1992
4. FEI Number: 65-0333389
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 (26-30) details including Suite, Apt. #, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: ATTERBURY, WILLIAM, 321 ROYAL POINCIANA PLAZA, PALM BEACH FL 33480

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

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

12. OFFICERS AND DIRECTORS table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and a DELETE checkbox. Includes entries for FUCHS, LOUIS; FUCHS, ROLF; ATTERBURY, WILLIAM W, III; and FUCHS, MARTHA.

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 of 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: _____ SIGNATURE REQUIRED January 7, 1999 (561) 659-1770

CR2E034 (11/98)