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Secretary of State

03-02-1999 90094 043 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P95000007523
 1. Corporation Name
ADVENT INTERNATIONAL, INC.



Principal Place of Business: 10005 SW 63 PLACE MIAMI FL 33156
 Mailing Address: 10005 SW 63 PLACE MIAMI FL 33156

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 3341 N. Reed Rd. Suite, Apt. #, etc. 22
 City & State: 23 Chino Valley AZ
 Zip: 24 86323 Country: 25 USA

2a. Mailing Address: 26 P.O. Box 2269
 Suite, Apt. #, etc. 27
 City & State: 28 Chino Valley AZ
 Zip: 29 86323 Country: 30

3. Date Incorporated or Qualified: 01/30/1995
 4. FEI Number: 65-0555911 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$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
STIPP, JERRY J
 10005 SW 63 PLACE
 MIAMI FL 33156

10. Name and Address of New Registered Agent
 81 Name: Thomas H. Beasley
 82 Street Address (P.O. Box Number is Not Acceptable): 8104 SW 206 Terr.
 83
 84 City: Miami FL 85 Zip Code: 33189

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: *Thomas H. Beasley* DATE: 1/21/99

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	GAWAIN, PETER	
STREET ADDRESS	8829 NATIONAL BLVD SUITE 1007	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	VPCF	<input type="checkbox"/> DELETE
NAME	STINN, JERRY J	
STREET ADDRESS	10005 SW 63 PL	
CITY-ST-ZIP	MIAMI FL 33156	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BEASLEY, THOMAS H	
STREET ADDRESS	690 NW 157 AVE	
CITY-ST-ZIP	PEMBROKE PINES FL 33028	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	ARNOLD, STEPHEN L	
STREET ADDRESS	3341 N REED RD	
CITY-ST-ZIP	CHINO VALLEY AZ 86323	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BEASLEY, DAVID J	
STREET ADDRESS	726 SUNCREST LOOP APT 104	
CITY-ST-ZIP	CASSELBERRY FL 32707	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	VPCF	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	STIPP, Jerry J.	
2.3 STREET ADDRESS	P.O. Box 2492	
2.4 CITY-ST-ZIP	Cashiers, NC 28717	
3.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	BEASLEY, Thomas H.	
3.3 STREET ADDRESS	8104 SW 206 Terr.	
3.4 CITY-ST-ZIP	Miami, FL 33189	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	BEASLEY, David J.	
5.3 STREET ADDRESS	613 Timberwille Ct.	
5.4 CITY-ST-ZIP	Winter Springs, FL 32708	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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)(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: *[Signature]* DATE: 1/12/99 DAYTIME PHONE #: 520 676 4031

CR2E034 (1/1/98)