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May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000026385 (0)
1. Corporation Name
HILLSBORO FINANCIAL CORPORATION



DO NOT WRITE IN THIS SPACE

Principal Place of Business Mailing Address
1200 NO FEDERAL HIGHWAY STE 411 1200 NO FEDERAL HIGHWAY STE 411
BOCA RATON FL 33432 BOCA RATON FL 33432

3. Date Incorporated or Qualified
03/20/1996
4. FEI Number
65-0727681 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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

9. Name and Address of Current Registered Agent
RAYMOND, JOHN J JR.
1200 NO FEDERAL HIGHWAY STE 411
BOCA RATON FL 33432

10. Name and Address of New Registered Agent
81 Name Forbes, Philip H.
82 Street Address (P.O. Box Number is Not Acceptable)
1200 North Federal Highway
83 Suite 411
84 City Boca Raton FL 85 Zip Code 33432

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 *[Signature]* DATE 1/20/98
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS
TITLE DELETE
NAME GARNEY, EDWIN G
STREET ADDRESS 1200 NO FEDERAL HIGHWAY STE 411
CITY-ST-ZIP BOCA RATON FL 33432
TITLE DELETE
NAME GARNEY, KRISTA D
STREET ADDRESS 1200 NO FEDERAL HIGHWAY STE 411
CITY-ST-ZIP BOCA RATON FL 33432
TITLE DELETE
NAME GARNEY, KAREN L
STREET ADDRESS 1200 NO FEDERAL HIGHWAY STE 411
CITY-ST-ZIP BOCA RATON FL 33432
TITLE DELETE
NAME GARNEY, MARIANNE G
STREET ADDRESS 1200 NO FEDERAL HIGHWAY STE 411
CITY-ST-ZIP BOCA RATON FL 33432
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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 as an attachment with an address.

SIGNATURE *[Signature]* Krista D. Garney April 23, 1998 (416) 236 2266

CR2E034 (10/97)